

2 JUNE 2022

Anti-Bribery & Corruption (ABC) Policy



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1. Overview

The Westpac Group (defined in this document as 'we' or 'our') and its Board of Directors and Senior Management are committed to complying with relevant anti-bribery and corruption (ABC) legislation in all Westpac Group Jurisdictions. We take measures to prevent, detect and deter bribery and corruption to protect our customers, community and our people, not simply because it is required, but because it is the right thing to do. These measures are also reflected in the Westpac Group [Code of Conduct](#) and [Values](#) which are all designed to help us make the right choices.

1.1 Purpose

This Anti-Bribery & Corruption Policy (the Policy) describes the high-level principles for the management of ABC risk.

ABC risk is defined as the risk that the Westpac Group fails to comply with applicable global ABC legislation to prevent bribery and corruption; and could be involved in, or facilitate, acts of bribery and corruption.

Bribery refers to the offering, promising, providing, authorising, requesting or receiving of a financial or other advantage or anything of value; with the purpose to improperly influence the performance of/ misuse of a person's position.

Corruption refers to the misuse of a person's position for private gain.

In pursuing our Purpose, we must protect our customers and communities by acting to prevent the facilitation of bribery and corruption.

This Policy strengthens our corporate compliance by establishing principles for the management of ABC risk.

This Policy supports the Financial Crime Risk Management Framework (FCRMF). Financial Crime risk is defined as the risk that the Group fails to prevent financial crime and comply with applicable global financial crime regulatory obligations.

This Policy is supported by the Westpac Group Anti-Bribery & Corruption Standard (ABC Standard). Refer to the Document hierarchy section for more details.

Attachment 1 contains the key terms and definitions used within this Policy.

Attachment 2 contains additional key requirements which form part of the ABC framework.

1.2 Application

This Policy applies to all Associated Persons of the Westpac Group. This includes all officers, employees, agents, contractors, subsidiaries and controlled entities of the Westpac Group, or any person that otherwise performs services for or on our behalf, irrespective of the contractual status or description of the relationship between us and such person, regardless of their location.

Divisions are accountable for implementing the Policy, developing appropriate operating procedures and monitoring adherence to the Policy.

If a subsidiary or local entity needs to develop their own version of this Policy to meet local conditions, regulatory or legislative requirements, the person responsible for the Policy in the subsidiary or local entity must consult with the Policy Owner and the Head of Anti-Bribery & Corruption. These documents must comply with this Policy at a minimum, but may impose more stringent requirements to the extent necessary to comply with applicable laws or business practices.

Failure to comply with applicable ABC legislation, including the ongoing management of this risk, could result in legal and/or regulatory action, reputational damage and financial loss (including serious civil and criminal penalties) for the Westpac Group (and any Associated Persons involved).

Employees who do not comply with this Policy may face consequences as set out in the Westpac Group [Code of Conduct](#).

1. Overview

1.3 Policy document responsibilities

The key document responsibilities are outlined below:

Policy Owner	General Manager, Financial Crime & Chief Compliance Officer
Policy Approver (for material changes)	Board, Legal, Regulatory and Compliance Committee (BLRCC)
Policy Approver (for non-material changes) This includes changes that have already been approved in other Board or Board Committee papers, or changes in other Risk Documents that this Policy supports, and need to be reflected in this Policy.	General Manager, Financial Crime & Chief Compliance Officer (outside the 2 year policy review cycle) BLRCC (as part of the 2 year policy review)
Policy approval frequency	2 years (or more frequently where a material change is required)
Policy review frequency To ensure it remains relevant, fit for purpose consistent with our purpose and strategic objectives, and complies with the Risk Management Framework (RMF).	2 years
Review approvals	When a Policy review is completed by the Policy Owner, the updated Policy must be noted by the Financial Crime Risk Committee (FC RISKCO) and approved by the BLRCC.
Breach notification The role listed must be notified of all policy breaches.	Head of Anti-Bribery and Corruption General Manager, Financial Crime & Chief Compliance Officer BLRCC
Exception Approver	Relevant Business Unit Line 1 General Manager (or approved delegate) and General Manager, Financial Crime & Chief Compliance Officer
Policy Contact	Executive Manager, Financial Crime Policy Head of Anti-Bribery & Corruption

1. Overview

1.4 Document hierarchy

This Policy is part of the following Risk Document hierarchy:

Framework	Risk Management Framework
Risk Class Framework	Financial Crime Risk Management Framework
Policy	ABC Policy
Standard	ABC Standard (Global) Financial Crime Risk Standard Anti-Money Laundering & Counter-Terrorism Financing Program Part B
Procedure	There are no Group Financial Crime Risk prescribed procedures that support this Policy. ¹

The standards identified in Attachment 2 also form part of the Westpac Group's ABC framework.

The frameworks and standards are available on the Westpac Group intranet.

¹ This excludes any procedures that Divisions/ Business Units may have to support compliance with this Policy.

2. Policy requirements

2.1 Prudential or legislative requirements

This Policy is required to support the FCRMF by establishing principles for managing ABC risk including compliance with the ABC legislation in Westpac Group Jurisdictions.

2.2 Westpac Group's approach to ABC

- The Westpac Group has no tolerance for any form of bribery and corruption.
- Associated Persons are prohibited from engaging in Bribery or Corruption, directly or indirectly, and must not pay Facilitation Payments or offer or solicit secret commissions.
- We take all reasonable and proportionate steps to minimise the bribery and corruption risks associated with carrying on our business.
- Associated Persons are required to avoid activities that may involve non-compliance with our ABC obligations even if this means not gaining new business or incurring delays in carrying on existing business.
- The Westpac Group has regard to international best practice, standards and guidance. In particular, the Westpac Group's ABC Framework:
 - o is aligned to guidance provided by the UK Ministry of Justice in relation to "six adequate procedures" designed to prevent bribery and corruption. The "six adequate procedures" are providing a top-level commitment, proportionate procedures, risk assessments, due diligence, communications (including risk-based training requirements) and monitoring & review.
 - o is also aligned to guidance provided by the US Department of Justice and the US Securities and Exchange Commission in their publication *A Resource Guide to the U.S. Foreign Corrupt Practices Act*, Second Edition.
 - o includes requirements relating to managing ABC risks associated with Political Expenditure and the offering or accepting of Gifts or Hospitality; requiring that Charitable Donations and Sponsorships made on our behalf do not result in any improper advantage to the Westpac Group; and performing risk-based ABC due diligence on proposed mergers, acquisitions and joint ventures.
- The Westpac Group fosters a culture that values ethical behaviour, including asking 'Should We?' as well as 'Can We?' and speaking up about concerns or suspicions relating to our management of ABC risk.
- The Westpac Group cooperates with law enforcement agencies and works in conjunction with the government of any Westpac Group Jurisdiction and supports these governments' objectives in relation to enforcing ABC legislation.
- The Westpac Group's decisions to offer certain products or services are guided by its ability to mitigate the residual ABC risk to a level within its risk appetite, its corporate social responsibility, business efficacy and reputational risk.
- The Westpac Group may set requirements that are of a higher standard than the applicable legal requirements.
- The Westpac Group has appointed a Head of Anti-Bribery & Corruption. This role is a dedicated ABC compliance officer, with responsibility for the ongoing implementation of the Westpac Group ABC framework in line with regulatory expectations.

2.3 Policy principles

- We have systems designed to identify, mitigate and manage the ABC risks presented by our Associated Persons, customers, transactions, products and projects.
- We provide training to Associated Persons appropriate to the nature, scale, and complexity of their role (including training of Westpac Group managers and employees working in increased risk roles).
- We retain appropriate books and records in relation to the identification, mitigation and management of our ABC risks.

3. Roles and responsibilities

3.1 Three Lines of Defence

First Line of Defence

Business – Group and Divisional teams	<ul style="list-style-type: none">proactively identifies, evaluates, owns and manages the Policy requirements in their business. This may involve developing business procedures or guidance to comply with the Policy.ensures there are appropriate controls in place to manage any ABC risks prior to making any new product or project available.undertakes monitoring activities to ensure compliance with this Policy.provides their personnel with the appropriate information and training to understand their ABC requirements.
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Second Line of Defence

Risk – Group Financial Crime (inc. Regional/ Country/ Jurisdiction Financial Crime Officers (FCOs) and Offshore Money Laundering Reporting Officers (MLRO))	<ul style="list-style-type: none">reviews and challenges First Line activities and decisions in relation to this Policy.independently evaluates the effectiveness of First Line controls, monitoring, compliance, and assesses progress towards complying with the Policy requirements.provides insight to the First Line, which assists in developing, maintaining and enhancing the Business' approach for the management of the Policy requirements.reviews this Policy and approves any non-material changes.communicates material changes to this Policy.grants exceptions under the Policy and reviews all ongoing exceptions on a periodic basis.establishes protocols to ensure that the Westpac Group and its employees do not facilitate a transaction in breach of ABC laws.provides information and training to personnel to understand their ABC requirements.implements, reviews and maintains specific programs and standards, processes or guidance to address jurisdiction-specific regulatory requirements or operating models (where necessary) (This role is only carried out by Regional/ Country/ Jurisdiction FCOs and Offshore MLROs).
Head of Anti-Bribery & Corruption	<ul style="list-style-type: none">designs and maintains the ABC compliance framework.monitors and oversees the performance of centralised ABC controls that operate on behalf of all divisions and branches of Westpac Group.provide guidance and practice standards to ensure compliance with applicable ABC regimes and this Policy with oversight by the General Manager, Financial Crime & Chief Compliance Officer.manages requests for any exception granted under this Policy.

Third Line of Defence

Group Audit	<ul style="list-style-type: none">provides internal third line assurance to the Board and Senior Executive with independent and objective evaluation of the adequacy and effectiveness of the Group's governance, risk management and internal controls.
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4. Policy controls and monitoring

4.1 Controls

A control is any action taken that either reduces the likelihood of a risk materialising or reduces the potential impact from that risk.

Each Division or Business Unit must have controls to support this Policy where required.

The minimum controls required are set out in the underlying Standards.

4.2 Monitoring

Each Division or Business Unit must set up their own monitoring activities to support ongoing compliance with this Policy.

The Policy Owner must monitor for policy compliance and effectiveness of implementation.

The minimum monitoring activities are set out in the FCRMF.

Our [Code of Conduct](#) behaviours encourage us to constructively challenge and speak up when we think something is not right. This applies no matter how small the issue may be, and especially where serious misconduct is occurring. The Westpac Group Speaking Up Policy outlines the avenues available to Associated Persons to raise concerns anonymously.

Incidents relating to actual, likely or suspected non-compliance of this Policy or breaches of relevant ABC laws must be recorded in JUNO in accordance with the Group Incident Management Policy.

Incidents with an impact rating of at least high must be reported to the BLRCC on a quarterly basis. The General Manager, Financial Crime & Chief Compliance Officer is required to inform the Chief Risk Officer, through regular updates, of any incidents with an impact rating of at least high and recommend whether any of these incidents require immediate escalation to the Westpac Group Executives, CEO, BLRCC and the Board.

Where an incident involves disclosure to a Financial Crime regulator or other party, it must be escalated and managed in accordance with the Westpac Group Regulatory Disclosure Policy.

If any gaps or weaknesses are identified in relation to controls or monitoring, these must be addressed in accordance with the Issue and Action Management Policy and advise the Policy Owner (or Policy Contacts) to address and remediate.

4.3 Exceptions

An exception to this Policy, or any supporting standard, procedure or other document may be required where there are unique characteristics or legal requirements facing individual Westpac Group subsidiaries, Business Units or branches (including outside of Australia).

An exception will only be approved if it is consistent with relevant ABC laws and there is a legitimate business reason to proceed.

Exception requests will be assessed in light of the ABC risk involved and the application of the 'Should We?' Test.

Circumstances when an exception may be considered include:

- where this policy imposes a higher standard than applicable legal requirements and compliance with the higher standard in particular circumstances would breach other legislation.
- where compliance with this Policy would have unintended consequences or would be inconsistent with the policy intent.

The granting of all exceptions is at the discretion of the relevant Business Unit Line 1 General Manager (or approved delegate) and the General Manager, Financial Crime & Chief Compliance Officer (or approved delegate).

All requests for exceptions are managed by the Head of Anti-Bribery & Corruption. A request should be made in writing to the Head of Anti-Bribery & Corruption and a record of the decision documented by the relevant Division or Business Unit.

4. Policy controls and monitoring

4.4 Reporting and oversight

Reporting requirements

Reporting measures are in place to support this Policy. These are set out in the FCRMF.

Oversight

The committees and individuals, and their responsibilities relevant to the oversight of this Policy are:

Board and Board-level Committees

Committee name	Responsibilities	Frequency
BLRCC	This Policy must be reviewed and approved, following noting by FC RISKCO, regardless of the materiality of changes.	Every 2 years
	Approve material changes to the Policy.	Ongoing

Executive-level or management committees

Committee name	Responsibilities	Frequency
FC RISKCO	Note changes to the Policy, prior to approval by the BLRCC.	Ongoing
	Note non-material changes to the Policy, following approval by the Policy Owner.	Ongoing

Individuals with delegated authority

Title	Responsibilities	Frequency
General Manager, Financial Crime & Chief Compliance Officer	Review the Policy.	Every 2 years and following any substantive changes to ABC legislation or internal and external factors, including regulatory feedback.
	Approve non-material changes to the Policy.	Ongoing

Attachment 1 – Key terms and definitions

Defined terms in the RMF, Risk Management Strategy and the Frameworks and Policies Management Policy apply to this Policy.

The key terms and their definitions used within this Policy are:

Term	Definition
Associated Persons	<ul style="list-style-type: none"> An Associated Person is an officer, employee, agent, contractor, subsidiary or controlled entity of Westpac, or a person that otherwise performs services for or on behalf of Westpac irrespective of the contractual status or description of the relationship between such person and Westpac.
Bribe/ Bribery	<ul style="list-style-type: none"> A bribe involves: <ol style="list-style-type: none"> The offering, promising, providing, authorising, requesting or receiving of a financial or other advantage or anything of value; If the purpose is to secure improper performance of/misuse of a person's position.
Charitable Donation	<ul style="list-style-type: none"> A Charitable Donation is the voluntary transfer of Westpac Group money for charitable purposes. The donor does not receive an improper advantage from the donation and does not expect anything in return.
Corruption	<ul style="list-style-type: none"> Misuse of a person's position for private gain. Corruption is any dishonest activity in which an individual abuses his or her position in order to achieve some personal gain, and/ or to provide an advantage or disadvantage to another person or entity.
Facilitation Payments	<ul style="list-style-type: none"> Facilitation payments are payments made to government officials to receive favourable treatment or to speed up routine governmental action. They are payments that are generally not permitted by a written local law. A facilitation payment may be monetary or non-monetary.
Financial or other advantage	<ul style="list-style-type: none"> Financial or other advantage can include money or any offer, promise of gift of something of value or advantage, including non-tangible things. For example, gifts, hospitality, provision or reimbursement of travel, charitable donations, publicity and sponsorship, political expenditure, providing useful and typically non-public information, providing advice and assistance, incentive schemes, favouring relatives or business partners, a rebate, commission or kick-back when there is an improper purpose, performance or misuse of information. <p>A financial or other advantage need not necessarily be of large value, although this will be a relevant factor, particularly in relation to gifts and entertainment. A bribe may also involve small payments or gifts made on a frequent basis. Bribery is not avoided merely because any financial or other advantage is provided after a service is provided. Bribery can take place when you receive or give a reward of some kind after the event. Bribery can also be committed even if you do not actually receive a promised financial or other advantage, if you acted with a view to obtaining that advantage.</p>
Gift	<ul style="list-style-type: none"> Any benefit or item of value offered to an external party, or to an employee (or an Associate) above the Employee's normal salary or employment entitlements. Gifts can be of a token value (e.g. a box of chocolates) or of significant value (e.g. a holiday). Gifts are generally tangible and include items such as consumer goods, promotional materials, samples, discounts on goods and services, and cash or cash equivalents.
Hospitality	<ul style="list-style-type: none"> The act of providing food, drinks, travel, accommodation or entertainment for people who are guests or clients of an organisation or to Staff (and Guests and Associates of Staff). It may include free or subsidised meals or beverages associated with meetings or visits in connection with official functions.
Political Expenditure	<ul style="list-style-type: none"> Payment for participation in legitimate political activities where they were assessed to be of direct business relevance to the Westpac Group. Such activities include business observer programs attached to annual political party conferences, policy dialogue forums and other political functions, such as speeches and events with industry participants.

Attachment 1 – Key terms and definitions

Public Official	<ul style="list-style-type: none"> • A Public Official includes: <p>An officer or employee of:</p> <ul style="list-style-type: none"> - a local, state, or any other level of a government department or agency; - any local, state or government owned or controlled instrumentalities (such as a state-owned enterprise); - a public international organisation; <p>Persons who hold or perform the duties of an appointment, office or position under a law of a country or pursuant to local custom or convention;</p> <p>Legislative and judicial officeholders, military appointees, or authorised intermediaries (or persons who hold themselves out as being authorised intermediaries) of officials; and</p> <p>Candidates standing or nominated to be a Public Official.</p>
Purpose of improperly influencing the performance of/misuse of a person's position	<ul style="list-style-type: none"> • The offering, providing, promising, authorising, requesting or receiving of any financial or other advantage (as above) can constitute a "bribe" within the meaning of this Policy if it is: <ol style="list-style-type: none"> a) intended as an inducement or reward for the improper performance of the recipient's duties (whether or not they are a public official or otherwise connected with government), including both doing or omitting to do an act in violation of a lawful duty. It does not matter whether the advantage or benefit is offered, provided, promised, authorised, requested or received by a different person to the person who is to perform or omit to perform the relevant function; b) otherwise improper for the recipient to request or receive the relevant financial or other advantage (whether or not they are a public official or otherwise connected with government); c) offered, provided, promised or authorised to a public official or to a third party with the intention of influencing the public official in their official capacity, inducing them to violate any lawful duty or inducing them to influence any government authority, in each case for the purpose of obtaining a business or any other advantage in the conduct of business or securing any other improper advantage; or d) perceived to be customary, necessary, required or officially tolerated in the situation. <p>Note also that it is no defence that you gave or received a bribe unwittingly. Your employment contract for services with the Westpac Group means that you will be judged by the standard of a professional employee in a financial services business of Westpac Group's nature. However, Westpac Group's training programme for employees and other persons acting on behalf of the Westpac Group is designed to ensure that you are trained to recognise situations where you may be involved in or viewed as giving or receiving a bribe, so that you can take appropriate action.</p>
Secret commissions	<ul style="list-style-type: none"> • Secret Commissions arise where a person who is the agent or representative of another person or entity, being the principal, (e.g. an agent of a Westpac Group customer) takes or solicits a commission from a Third Party (e.g. the Westpac Group) without disclosing that commission to their principal (i.e. Westpac Group's customer). The Secret Commission is given as an inducement to the agent or representative to use their position to influence the conduct of their principal's business.
Senior Management	<ul style="list-style-type: none"> • Group Executives and General Managers are broadly considered as Senior Management as well as individuals considered as Accountable Persons in accordance with the <i>Banking Executive Accountability Regime Governance Policy</i>.
Westpac Group Jurisdictions	<ul style="list-style-type: none"> • All jurisdictions in which the Westpac Group operates.

Attachment 2: Additional key requirements

This Policy should be read in conjunction with the Westpac Group Financial Crime Risk Standard and the following key requirements which form part of the Westpac Group's ABC framework:

Gifts & Hospitality	<p>Gifts and hospitality (G&H) are vulnerable to being used for bribery & corruption.</p> <p>Employees must not offer, promise, provide, authorise, request, or receive G&H if the purpose is to secure the improper performance of/ misuse of a person's position as this may constitute bribery.</p> <p>The Westpac Group takes a risk-based approach to managing G&H activity. G&H activity must not create or give the appearance of a potential or perceived conflict of interest, bribery or corruption. We are committed to preventing bribery involving G&H activity. When making decisions about G&H, we expect employees to exercise good judgement, act with integrity and accept personal accountability in accordance with the principles set out in our Gifts and Hospitality Policy.</p> <p>Certain G&H activity must be registered, and pre-approval obtained in accordance with the thresholds in the Gifts and Hospitality Standard.</p>
Charitable Donations and Sponsorships	<p>Charitable Donations and Sponsorships made on behalf of the Westpac Group must not be offered, promised, provided, authorised, or requested to secure the improper performance of or misuse of a person's position, as this may constitute bribery. Charitable Donations must not provide the donor with any improper advantage from the donation or expectations of anything in return.</p> <p>Charitable Donations using Westpac Group money must comply with the requirements set out the Charitable Donations Policy and Standard.</p> <p>In Australia, all intended Charitable Donations made using Westpac Group's money of \$100 or more, must be subject to due diligence on the charity and registered in the Charitable Donations Register for approval by Group Head of Sustainability (or delegate) prior to making the donation. In circumstances where an improper advantage is to be gained by a donor, this may be considered a commercial sponsorship and should be considered according to the Westpac Sponsorship Guidelines.</p>

Attachment 2: Additional key requirements

<p>Political Expenditure</p>	<p>The Westpac Group is committed to ensuring any Political Expenditure made is:</p> <ul style="list-style-type: none"> ▪ Solely for the purpose of supporting the democratic process ▪ Lawful and properly recorded in Westpac Group accounts ▪ Adequately disclosed in accordance with relevant electoral laws ▪ Not made where there can be any misrepresentation of their purpose <p>Cash donations to political parties are not permitted. In accordance with the Expense Policy, any other spend relating to political activity must be pre-approved by the Group Head of Government and Industry Affairs. Any Political Expenditure in countries other than Australia must also comply with applicable local requirements and written approval is required from the Country or Regional Head.</p> <p>We set an annual limit for Political Expenditure that is made for or on behalf of the Westpac Group in Australia.</p> <p>All political expenditure to political parties and related entities in Australia, regardless of the size of those donations, is recorded in a register of political expenditure and reported to the Federal/ State Electoral Commission, in accordance with Australian law. Political Expenditure is also disclosed in Westpac's Annual Report.</p> <p>Any political expenditure in countries other than Australia must also comply with local requirements and written approval is required from the Country or Regional Head.</p>
<p>Facilitation Payments</p>	<p>Associated Persons must never make payments in cash or payments (either monetary or non-monetary) that are unofficial, improper or irregular directly or indirectly to government or public officials in order to secure a permit or licence or accelerate any other decision from a government agency.</p> <p>Associated Persons are permitted to utilise legitimate fast-track processes to expedite routine actions.</p>
<p>Accurate Books and Records</p>	<p>The Westpac Group can be liable for failing to create and maintain accurate books and records, as well as policies and procedures that are designed to prevent bribery by Associated Persons. It is also an offence to intentionally alter, destroy, conceal, or falsify a financial record, to facilitate, conceal or disguise bribery or corruption.</p> <p>We have robust internal accounting systems, controls and governance structures in place to manage risk exposure related to the recording, payment and supporting documentation of any transaction to ensure accurate books and records are created and maintained. This is important as bribes are often mischaracterised in books and records exposing an entity to regulatory enforcement action.</p> <p>Our Records Management Policy and Records Taxonomy set out our requirements for management of records.</p>