

NATIONAL AUSTRALIA BANK LIMITED

Group Anti-Bribery and Corruption Policy

Policy Governance Schedule

Policy Approval Date	June 2025
Next Scheduled Review Due	June 2027
Policy Owner	Executive Sanctions and ABC (Anti-Bribery and Corruption) Risk Steward
Division	Risk
Approval Authority	Chief Financial Crime Risk Officer and Group Money Laundering Reporting Officer (MLRO)
FAR Accountable Person	Chief Financial Crime Risk Officer and Group Money Laundering Reporting Officer (MLRO)

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1. OVERVIEW

1.1 Purpose and Scope

- 1.1.1 The purpose of the Group Anti-Bribery and Corruption Policy (Policy)¹ is to specify the mandatory requirements, for the purpose of ensuring compliance with applicable legal and regulatory Anti-Bribery and Corruption (ABC) obligations.
- 1.1.2 Complying with ABC requirements helps ensure fair and ethical outcomes for our customers and community.
- 1.1.3 The scope of this Policy is focused on corruption in the form of Bribery.
- 1.1.4 This Policy applies across the Group and to all Group Persons.
- 1.1.5 If there is an inconsistency between regional legislative requirements and this Policy, the regional legislative requirements will take precedence unless the Policy places a higher requirement. In this case, the Policy will apply unless it results in a breach of local legislation.

1.2 Roles and Responsibilities

- 1.2.1 The Financial Accountability Regime (FAR) Accountable Person for this Policy is the MLRO, who is the Chief Financial Crime Risk Officer for NAB Group. The Executive, Sanctions & ABC Risk Steward manages NAB Group's ABC Compliance Program on behalf of the FAR Accountable Person.
- 1.2.2 In line with the Group Risk Management Strategy, Business and Enabling Units have first line accountability in managing the requirements of this Policy, including the implementation of procedures and controls to ensure compliance with this Policy.
- 1.2.3 Financial Crime Risk Mitigation (FCRM) has the second line of accountability for definition and maintenance of this Policy. FCRM is also responsible for reviewing and challenging the ways in which Business and Enabling Units execute this Policy.
- 1.2.4 Group Internal Audit is responsible for providing independent assurance periodically or at a risk based frequency to the Board on the effectiveness of bribery and corruption risk management for NAB Group, forming a third line of accountability.
- 1.2.5 All Colleagues are responsible for complying with the Code of Conduct².

1.3 Related Documents

- [Code of Conduct](#)
- [Conflicts of Interest Policy](#)
- [Colleague Conduct Framework](#)
- [Operational Risk Management Policy](#)
- [Gifts and Entertainment Policy \(including Standard Operating Procedures\)](#)
- [Gifts and Entertainment Register](#)

¹ ABC requirements are further specified in the Related Documents, including Global Third Party Financial Crime Due Diligence Standard.

² NAB's values are included in "How We Work" section of the Code of Conduct or approved equivalent for a subsidiary/legal entity of NAB, e.g. if you work for BNZ, refer to BNZ Code of Conduct, procedures and guidelines.

- [Interacting with Government Officials Guidance Note](#)
- [Group Information Risk Policy \(including Records Management Policy Standard\)](#)
- [Not for Profit Engagement Standard Operating Procedure](#)
- [NAB Sponsorship Guidelines](#)
- [Group Whistleblower Protection Policy](#)
- [Group Political Contributions Policy](#)
- [Insider Crime & Serious Misconduct Investigations Standard Operating Procedure](#)
- [Risk Management Strategy](#)
- [Global Third Party Financial Crime Due Diligence Standard](#)
- [Travel and Expense Guidelines](#)
- [Regulatory Breach Management Policy](#)

1.4 Policy Principles

1.4.1 This Policy is based on the following principles:

- The Group upholds a zero-tolerance approach to bribery in any form.
- The Group complies with all applicable anti-bribery and corruption (ABC) laws in every jurisdiction where we operate.
- The Group recognises that bribery is a serious offence with significant legal consequences.
- Our senior leadership are committed to fostering a culture of integrity and accountability.

2. POLICY REQUIREMENTS

2.1 Prohibition of Bribery

- 2.1.1 Group Persons must not offer, promise, give, accept or request cash or cash equivalents (e.g. gift cards, gift certificates, personal or bank cheques) or 'Any Other Benefit' to or from any person (whether a Government Official or a private individual or entity), to improperly obtain or retain business, secure an improper advantage, influence them to act improperly or for any other improper purpose. The person being influenced need not directly receive the cash, cash equivalent or 'Any Other Benefit' and can be related or unrelated to the person receiving the cash, cash equivalent or 'Any Other Benefit'. This prohibition includes any improper advantage provided to a close family member or other closely connected person of the person being influenced. Further details and requirements are set out in sections 2.4 Sponsorships, Political and Charitable Donations; 2.5 Dealing with Government Officials; and 2.6 Employment.
- 2.1.2 Colleagues must not use or permit a Third Party to bribe on behalf of the Group.
- 2.1.3 Group Persons must not authorise or otherwise knowingly facilitate bribery.
- 2.1.4 Group Persons must not make Facilitation Payments.
- 2.1.5 Group Persons must not falsify any book, record or account of the Group or any related documentation to conceal bribery.

2.2 Periodic risk-based review

- 2.2.1 At least every two years, the Group must conduct a risk assessment of the nature and extent of the bribery risks to which the Group is exposed and evaluate the suitability and effectiveness of the controls designed to mitigate those risks.
- 2.2.2 In the event of a significant change to the structure or activities of the Group, the bribery risk assessment must be reviewed and updated.
- 2.2.3 The Group must retain documented information to demonstrate that the bribery risk assessment has been conducted and used to design or improve this Policy.
- 2.2.4 All Group Business Units, Enabling Units and BNZ must consider Bribery risk as part of periodic assessment of operational risk.

2.3 Third Party Due Diligence

- 2.3.1 Third Party Due Diligence (including for sponsorship, political and charitable donation) must be completed prior to either entering a contract with a Third Party or commencing the activities for which the Third Party has been engaged, whichever occurs earlier. The requirements around Third Party Financial Crime Due Diligence are captured within the Global Third Party Financial Crime Due Diligence Standard.

2.4 Sponsorships, Political and Charitable Donations

- 2.4.1 Group Persons must not provide a charitable donation or sponsorship that constitutes bribery. Requirements around Political Contributions (including Political donations) are included in the Group Political Contributions Policy.

2.5 Dealing with Government Officials

- 2.5.1 Group Persons must not provide money or 'Any Other Benefit', no matter how small, to any Government Official, either directly or via a Third Party, to improperly influence them in their official capacity.
- 2.5.2 Colleagues offering or accepting any gift or entertainment, regardless of value, to or from a Government Official must:
 - obtain approval prior to offering or accepting a gift or entertainment;
 - obtain approval within 2 business days if a gift or entertainment is impromptu and prior approval cannot be obtained; and
 - record the details of such gift or entertainment in the Gifts and Entertainment Register.
- 2.5.3 Colleagues must comply with reporting and approval processes for the provision or receipt of gifts or entertainment as set out in the Group Gifts and Entertainment Policy.

2.6 Employment

- 2.6.1 Group Persons must not offer or provide employment opportunities, whether paid or unpaid, permanent or temporary, as an inducement to anyone to act improperly to obtain or retain an advantage in business.
- 2.6.2 Due diligence into the Bribery risk associated with employing a person must be completed prior to prospective Colleagues commencing employment, including graduate or vocational placements.

2.7 Expense Management to Prevent Bribery

- 2.7.1 NAB Group must ensure expenses are recorded completely and accurately. Expenses should be supported with appropriate level of evidence.

2.8 Internal and Confidential Reporting

- 2.8.1 Colleagues must take immediate steps to raise any concerns regarding non-compliance with this Policy. The avenues available to raising a concern include raising them to a People Leader, Business aligned CRO team member/BNZ Divisional Risk Partner or NAB Group's Whistleblower Program (via the KPMG Faircall Service) in accordance with the Group Whistleblower Protection Policy.

2.9 Investigating and Dealing with Bribery

- 2.9.1 The Group must establish and maintain effective processes and procedures with sufficient resources to respond, investigate and document potential breaches of sections 2.1.1 to 2.1.5 of this Policy.
- 2.9.2 All suspected or actual breaches of sections 2.1.1 to 2.1.5 of this Policy must be investigated by specialised investigations teams with appropriate skills and experience.
- 2.9.3 Colleagues must cooperate with any internal investigation relating to the requirements of this Policy and relevant information must be made available to the appropriate internal investigations team for the purposes of conducting a thorough investigation.
- 2.9.4 All investigations under section 2.9.2 must be communicated promptly to the Policy Owner. The Group must cooperate with any external law enforcement investigation of potential breaches of applicable ABC laws to the extent legally possible.

2.10 Training

- 2.10.1 Colleagues must be provided ABC training that covers materials that are up to date and proportionate to the Bribery risks identified for their specific roles.
- 2.10.2 Colleagues must complete the training within 3 months of commencing employment with the NAB Group as part of the induction process, and refresher training within every 15 months thereafter³.

3. POLICY EXEMPTIONS

- 3.1.1 An exemption is required where a business is unable to comply with the mandatory requirements of this Policy for a defined period no greater than 12 months and immediate action cannot be taken to achieve compliance.
- 3.1.2 Authority for approval of exemptions is held by the Policy Owner and all exemptions must only be approved by the Policy Owner (or their nominated delegate) in GRACE and will be granted at their discretion.

³ Training requirements do not apply to external consultants, external IT professional services, or other outsourced service providers. Where the Policy Owner is satisfied that a colleague's role does not involve any potential to expose NAB to bribery risk (for example, where a colleague's role is limited to providing janitorial services), the colleague need not be subject to this requirement.

- 3.1.3 Exemptions and extensions to exemptions must be formally recorded as per requirements set out in the Group Policy Governance Policy. In circumstances where the exemption is expired and the business is not compliant with policy, it is considered a breach and an Event must be raised. Refer to the [Exemptions Procedure Guide](#) for further details.

4. POLICY EXCEPTIONS

- 4.1 An exception is required where a Colleague or business is unable to comply with the mandatory requirements of this Policy for a defined transaction on a case-by-case basis and immediate action cannot be taken to achieve compliance.
- 4.2 Authority for approval of exceptions is held by the Policy Owner and all exception requests must be submitted to the Policy Owner (or their nominated delegate) in GRACE and will be granted at their discretion.
- 4.3 Exception requests must be formally recorded as per requirements set out in the Group Policy Governance Policy.

5. POLICY BREACHES

- 5.1 Breaches of this Policy (i.e. non-compliance that is not managed via the formal exemption or exception process) must be managed in accordance with the [Colleague Conduct Framework](#) (including the Misconduct Procedure or any superseding policy or framework) and recorded per the [Event Management Guidance Note](#) or regional equivalent.
- 5.2 All Policy breaches must be communicated immediately to division or regional Chief Risk Officer teams. Any material or systemic breach of this Policy must be communicated to the Policy Owner and appropriate remediation measures to be agreed and implemented.
- 5.3 Any breach of this Policy must be reported to the Head of ABC Risk, FCRM.
- 5.4 Material breaches of this Policy must be reported to the Board.

6. POLICY CHANGES

- 6.1.1 Administrative changes to this Policy may be approved by the Policy Owner or the Policy Manager.
- 6.1.2 All other changes to this Policy must be submitted by Policy Owner/Manager and approved by the Approval Authority.

7. GLOSSARY

Term	Definition
Any Other Benefit	‘Any Other Benefit’ extends beyond cash to include, but is not limited to, any form of gifts, entertainment, charitable donations, business advantage, and employment or internships.
Bribery	Means the act of offering, promising, giving, accepting or requesting any gift, fee, reward or other benefit to or from any person as an inducement for an action which is dishonest, illegal or a breach of trust. Bribery can occur directly or indirectly. ‘ Bribe ’ has a corresponding meaning.
Business Leader	Business Leaders are individuals who lead the management decision-making responsibility for Business & Enabling Units and sub-units organised to deliver services internally or to customers.
Control	Mechanisms to reduce the likelihood and/or impact of a risk occurring by anticipating something happening in advance or detecting something that may have already happened.
Corruption	Corruption is the abuse of entrusted power for private gain. It can take many forms, including bribery, embezzlement, fraud, and extortion.
GCRO	Group Chief Risk Officer
Colleagues	Permanent employees of NAB Limited and contingent (contract) staff, including employees of subsidiaries, international branches and representative offices.
Facilitation Payment	Means an unofficial payment made in return for services which the payer is legally entitled to receive without making such a payment. A facilitation payment is normally a relatively minor payment made to a Government Official or person with a certifying function to secure or speed up the performance of a routine action, such as the issuing of a visa, work permit or customs clearance.
Government Official	Means any individual representing or working for a domestic or foreign government body or entity, entities which are owned (at least 50%) or controlled (directly or indirectly) by a domestic or foreign government and public organisations such as the World Bank or a trade union, or any legislative, administrative or judicial office. This includes any individual standing or nominated as a candidate to be a Government Official.
Group/ NAB Group	National Australia Bank Limited (NAB) and its controlled entities, including all subsidiaries, international branches and representative offices.
Must	An action is an absolute requirement and any deviation from this will require a formal policy exemption.
Must not	An action is explicitly prohibited and any deviation from this will require a formal policy exemption.
Group Persons	Means all Colleagues, agents, contractors and Third Parties acting on behalf of the Group.
People Leader	Means roles which manage a team of people who report directly to them. A People Leader is responsible for the management of people (from leave and overtime approval through to performance management, remuneration management and beyond).
Senior Management	For the purposes of this Policy, Senior Management refers to Board of directors, Executive Leadership Team and FAR Accountable Person for this Policy.
Third Party	Means any person or entity in a business relationship with NAB Group, other than a customer or Colleague. This includes persons or entities who are (1) providing services to the NAB Group; (2) referring business to the NAB Group; (3) acting on behalf of the NAB Group; (4) acting in coordination with the NAB Group including Mergers and Acquisitions; or (5) beneficiaries of sponsorships and charitable donations. ‘ Third Parties ’ has a corresponding meaning.