

ANTI-BRIBERY AND CORRUPTION POLICY

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1. PURPOSE AND APPLICATION

The purpose of this policy is to ensure that Gamesys Group Plc (Gamesys) and its Employees comply with applicable national and international laws and standards in relation to anti-bribery and corruption.

This policy applies to all Gamesys Employees and workers, including directors, non-executive directors and other corporate officers, as well as agency workers, secondees, consultants and contractors, irrespective of their location, function, grade or standing, engaged by Gamesys on its behalf and under its effective control hereby referred to as Employees.

Gamesys takes a zero-tolerance approach to bribery and corruption in all its forms, including embezzlement, fraud, money laundering and extortion activities, and is committed to acting professionally and fairly in all our dealings wherever we operate.

Gamesys uses its best endeavours to ensure that all those acting on its behalf, whether they are employees, contractors, third party intermediaries or agents, are aware of and share its commitment to conducting business ethically.

Gamesys also has a responsibility to its employees, shareholders and other stakeholders to comply with the highest standards of business ethics. These responsibilities include avoiding bribery and corruption and implementing appropriate policies and procedures throughout its business operations.

The Anti-Bribery and Corruption policy sets out to summarise Gamesys' position in relation to ethical standards, including bribery, and to provide guidance in areas of particular concern. It does not address every potential type of conduct that may be unacceptable or illegal. In addition to this policy, Gamesys has issued the "Policy on Dealings with Third Parties" and the "Policy on Gifts and Hospitality". You should refer to these where more detailed guidance on these subjects is required.

2. WHAT IS MEANT BY BRIBERY AND CORRUPTION?

2.1 BRIBERY

A bribe is a financial or other advantage offered or given:

- to anyone to persuade them to or reward them for performing their duties improperly
- to any public official with the intention of influencing the official's performance

No bribes of any sort may be paid or accepted from customers, suppliers or companies.

It is not acceptable for you (or someone on your behalf) to:

- Give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given.
- Give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure.
- Accept payment from a third party that you know, or suspect is offered with the expectation that it will obtain a business advantage for them.
- Accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return.
- Threaten or retaliate against a colleague or third party who has refused to commit a bribery offence or who has raised concerns under this policy.
- Engage in any activity that might lead to a breach of this policy.

This policy extends to all Gamesys activities and operations and to all of its dealings and negotiations with third parties in all countries.

2.2 PUBLIC OFFICIALS

Bribing a Public Official is a serious offence and carries reputational and legal risks. The definition of Public Official is very broad and includes central and local government officials and employees of public agencies and state-owned enterprises. Dealings with Public Officials are particularly high risk because the threshold for prosecution is low and conduct that does not involve any improper behaviour by the Public Official can be caught.

It is prohibited to offer, promise or transfer a bribe to a Public Official (or to any other individual or any third party at the request or with the consent of a Public Official such as the Public Official's close family members or close business associates) in order to influence a Public Official and to obtain or retain business or a business advantage, unless it is specifically permitted under the terms of this policy or by applicable written law. It will be permitted under this policy if it has been approved by the Deputy Company Secretary.

Prohibited payments can include advantages or payments offered to influence a Public Official, for example:

- (a) payment offered to a representative of a state-owned enterprise who is responsible for approving a contract
- (b) payment offered to a representative who is responsible for granting licenses related to operating activities
- (c) payment offered to a representative acting on tax matters, in order to obtain preferential tax treatment
- (d) payment offered to a representative making governmental decisions in connection with the approval of a merger or acquisition
- (e) virtually any other action taken in an official capacity.

Advantages or payments are not bribes when the Public Official is required or permitted by applicable written law to be influenced by them.

When dealing with Public Officials, Relevant Persons must be particularly vigilant, ensuring that their actions are not in breach of this policy or could be perceived as a breach of this policy.

The "Policy on Gifts and Hospitality" sets out rules which you must follow when offering gifts and hospitality to or receiving gifts and hospitality from Public Officials.

If you are in doubt as to whether someone is a Public Official or not, err on the side of caution, and, where possible, seek further advice from the Deputy Company Secretary or the Company Secretary.

3. GENERAL PROHIBITION

Gamesys and each Employee are prohibited from:

- offering or giving a bribe to any person
- soliciting or receiving a bribe from any person or
- making a facilitation payment.

These prohibitions apply in all countries globally, irrespective of whether bribes are permitted or tolerated in those countries.

You are required to:

- comply with the highest applicable standards (whether that is under the terms of this policy or any applicable local laws and regulations)
- comply with all policies that are part of Gamesys' anti-bribery programme
- be vigilant for any bribery within Gamesys
- promptly notify the Deputy Company Secretary if you have any suspicions or knowledge that bribery is taking place
- Alternatively, you may contact regulatory and law enforcement bodies directly
- have regard to your anti-money laundering obligations.

Failure to comply with this policy can result in one or more of the following:

- serious financial and/or criminal penalties for Gamesys
- criminal liability for individual Employees involved in bribery or with prior knowledge of bribery
- disciplinary action for employees (which may result in the termination of your employment).

4. IMPLEMENTATION

This policy is supported by the Company's board of directors. The board has delegated to the Company Secretary the authority and responsibility to oversee the implementation of this policy.

4.1 DEALINGS WITH THIRD PARTIES

Gamesys will not use third parties or intermediaries to engage on its behalf in unethical practices that would be prohibited under applicable law – including the Bribery Act 2010 (the "**Bribery Act**") – if undertaken by Gamesys.

Gamesys expects that all third parties and intermediaries that it engages will act with integrity, undertake their business without bribery and conduct themselves accordingly when acting on the company's behalf or for Gamesys' benefit.

Where appropriate, due diligence proportionate to the circumstances will be performed on associated persons to reduce the legal and reputational risk to Gamesys. In addition, consideration will be given to the need for appropriate anti-bribery measures in relation to associated persons, representations and warranties, anti-bribery declarations and/or monitoring.

Further guidance on due diligence, engaging associated persons, and monitoring ongoing relationships with associated persons can be found in the "Policy on Dealings with Third Parties".

4.2 POLITICAL DONATIONS

You must comply with applicable law and regulations relating to political donations to candidates for public office, individual politicians, political parties and other political organisations. It should be noted that restrictions on political donations may apply, inter alia, to campaign contributions, loans, the provision of facilities or services and/or the publication of election material.

Political donations must not be made for the purpose of influencing Public Officials and to obtain or retain business or other advantages for the benefit of the Group (or for the improper advantage of you or any other entity or person).

All political donations made on behalf of Gamesys must be approved by the Deputy Company Secretary **BEFORE** they are made.

However, this policy does not apply to personal contributions, including the provision of services outside working hours, to political parties or candidates. Such contributions must not be linked to any business or potential business of Gamesys.

4.3 LOBBYING

All lobbying activity (whether directly or through intermediaries) must be conducted without suggestion of bribery, conflict of interest or other impropriety. When using lobbyists, or when engaging former Public Officials, appropriate due diligence must be carried out, and compliance with all relevant legislation, guidance and/or codes is essential. It is not appropriate to engage serving Public Officials to carry out political advocacy on behalf of Gamesys.

You must comply with local laws and regulations on lobbying, including registration and reporting requirements.

4.4 CHARITABLE GIFTS, COMMUNITY PROJECTS AND SPONSORSHIP

Gamesys is committed to its Environmental, Social and Governance (ESG) strategy. It is important that charitable donations and commercial sponsorship are free from any suspicion of bribery, whether direct or indirect. You must ensure that such activities are not made as an inducement for the purpose of obtaining any improper advantage or favour. Therefore, appropriate due diligence must be carried out before approving any request from charities, organisations or individuals seeking charitable gifts and/or sponsorship (excluding Employees for personal charitable activities).

4.5 GIFTS AND HOSPITALITY

In some circumstances, gifts or hospitality may be considered to be bribes under applicable anti-bribery law. It is therefore essential that you comply with the "Policy on Gifts and Hospitality".

Giving or receiving hospitality (including meals, accommodation and transport) is permitted provided that the hospitality is not provided for an improper purpose and the nature, style and tone of any hospitality is reasonable in the circumstances and could not be perceived as lavish, disproportionate, or inappropriate.

An Employee must not:

- accept a gift or hospitality where you consider that the person offering the gift or hospitality intends to influence improperly a business decision, or other action, that you are due to take, or perform, or to reward you improperly in relation to a business decision or action
- offer a gift or hospitality where you intend to influence improperly a decision that the person receiving the gift or hospitality is due to make regarding the business of Gamesys
- offer hospitality which you know, or believe, to be in excess of what the recipient is permitted to receive. If in any doubt, you should take steps to ascertain whether the recipient is permitted to receive the hospitality you propose.

Care must be taken when giving gifts or hospitality to Public Officials. Before accepting or offering any gift or entertainment, you must consider whether the gift or hospitality could reasonably be perceived to be inappropriate. If so, you must not accept or offer that gift or entertainment.

You must follow the procedures set out in the "Policy on Gifts and Hospitality" for recording gifts and hospitality. Before offering or accepting gifts or hospitality, check the "Policy on Gifts and Hospitality" to find out if you need prior approval. Reimbursement for expenses on gifts and hospitality will only be paid on proof of expenditure, e.g. a receipt or invoice. Expenditure on hospitality and gifts must be documented.

4.6 FACILITATION PAYMENTS

Common examples of bribery are facilitation or "grease" payments. These are typically payments made for the purposes of facilitating or accelerating an action by a Public Official, for example, a payment to a customs official to speed up the release of goods from a customs warehouse, where the payment is outside of the usual process. Another example might be a cash payment to a government official to ensure that an application is approved more quickly than under the usual approval process. **These types of payments are bribes and are strictly prohibited.**

4.7 CONFLICTS OF INTEREST

A conflict of interest is a situation in which an Employee's personal interests are at odds with, or appear to be at odds with, the Employee's duties to Gamesys, and to its customers.

All Employees must take care to avoid conflicts of interest. Where a conflict of interest arises, or where an Employee becomes aware of a conflict of interest, the Employee must declare the details in writing to his or her line manager or to the Deputy Company Secretary. It may be possible to resolve conflicts of interest through disclosure and other measures, depending on the circumstances.

Conflicts of interest can arise in many ways. The following is a non-exhaustive list:

- working in any capacity for another individual or entity whilst employed by Gamesys in a way which may materially affect the Employee's ability to carry out his or her job function
- competing (directly or indirectly) with Gamesys for the purchase or sale of property, services, or other interests
- having a financial interest in a transaction involving Gamesys, a customer, supplier, vendor, or lender
- receiving the benefit of a loan or guarantee from a business partner of Gamesys
- directing business to a supplier, or giving preferential treatment to a customer, owned or managed by, or which employs, a close relative or friend
- investments by Employees and their close relatives in competitors, vendors, suppliers or customers unless they are publicly quoted companies

- taking (or directing a third party to take) advantage of a business opportunity through the use of corporate property, information or position
- any transaction or arrangement between Gamesys or another member of Gamesys involving, or which may benefit:
 - the Residual Sports Business (Virgin Bet)
 - the Residual Content Business (Roxor Gaming)
 - any other entity in which any of Noel Hayden, Andrew Dixon, Robin Tombs, Michael Mee, Lee Fenton or Robeson Reeves is interested.
- and any other transaction or arrangement where there is an actual, potential or perceived conflict of interest between the interests of the business or another member of Gamesys, on the one hand, and any of the above or their associates, on the other hand, is referred to Gamesys' Conflicts Committee.

The requirement to declare conflicts of interest applies to all Employees, who must also declare any conflicts of interest in relation to close family members (such as a spouse, civil or common-law partner, children, stepchildren, and parents).

Any conflicts of interest which are significant should be reported to the Deputy Company Secretary or directly to the Conflicts Committee, as appropriate.

5. TRAINING

Appropriate anti-bribery and corruption training will be given to members of the board and all Employees.

6. HOW DO I REPORT SUSPICIONS OF BRIBERY?

The presentation, detection and reporting of bribery is the responsibility of all Employees throughout Gamesys. You should report any cases where you are suspicious of bribery confidentially to HR, your line director, whistleblowing email or via our independent and confidential third-party hotline, Safecall. No Employee will suffer any detriment as a result of raising concerns about bribery. It is important that you tell your line manager, HR or Safecall as soon as possible if you are offered a bribe by a third party, are asked to make one, or suspect that this may happen in the future.

Employees must notify the Deputy Company Secretary or follow the procedures in place in the relevant country. For full details on reporting, please refer to the Whistleblowing policy.

7. WHAT ARE THE PENALTIES FOR BREACHING THE POLICY?

In most countries in which Gamesys may operate from time to time, bribery is a criminal offence for which you could face imprisonment and/or serious financial penalties. Either you or Gamesys could also face civil action as a result of partaking in bribery. If you breach this policy, it could also lead to the Gamesys being convicted of failing to prevent bribery or being debarred from bidding for public procurement contracts.

Any deliberate breach of this policy by you will lead to disciplinary action (which may result in the termination of your employment with Gamesys).

8. RECORD KEEPING AND MONITORING

The Deputy Company Secretary is responsible for recording all reports made under this policy, including a record of the investigation and the outcome of those investigations. The Deputy Company Secretary, in conjunction with the Company Secretary, will also be responsible for monitoring the implementation of, and ongoing compliance with, this policy.

Where appropriate and after consideration, Gamesys (or a body or function to which it delegates such responsibility) will investigate reported allegations of bribery. Gamesys will then consider what action to take as a result of such investigations, including, where applicable, disciplinary actions against Employees (up to and including dismissal), termination of relationships and reports to relevant Government Authorities or regulators.

The Deputy Company Secretary will submit an annual report to the Audit and Risk Committee with the aim of enabling the Audit and Risk Committee to make an informed assessment of the levels of bribery reported, the types of bribery risk presented and the effectiveness of the Group's anti-bribery policies and procedures (including investigations and disciplinary action), in light of developments in applicable anti-bribery law, practice and enforcement.

KEY PERSONNEL AND CONTACTS

The key personnel and contacts referred to in this policy are as follows:

Title	Incumbent
Company Secretary	Daniel Talisman
Deputy Company Secretary	John Rowland-Jones

Contact	Details
Safecall (confidential third-party hotline)	http://www.safecall.co.uk
Whistleblowing email	Whistle-blowing@gamesysgroup.com

DOCUMENT PROPERTIES

Name of document	Anti-Bribery and Corruption Policy
Author	Company Secretary
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REVISION HISTORY

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November 2020	2.0	Group Compliance	Formatting and presentational amendments