



Anti-Corruption Policy

INTRODUCTION

1 Our Commitment

Accolade Wines conducts all of its business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate. We also implement and enforce effective systems to counter bribery.

2 The laws that apply

- 2.1 We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate, including the UK Bribery Act 2010, the Australian Criminal Code Act 1995 and the US Foreign Corrupt Practices Act 1977. Most of these laws govern our conduct both at home and abroad.
- 2.2 In line with other global companies the Board has directed that we comply with the highest legal standard that applies to us in all our operations, regardless of location. The UK Bribery Act currently sets the highest standard for preventing corrupt behaviour and applies to ALL forms of bribery, not just bribery of public officials.
- 2.3 Bribery and corruption are punishable for individuals by up to ten years' imprisonment. If Accolade Wines has failed to prevent the act occurring or is found to be involved, then we face an unlimited fine, may be excluded from tendering for public contracts and will suffer significant damage to our reputation.

3 Purpose of the policy

- 3.1 The purpose of this policy is to set out Accolade Wines' responsibilities, and the responsibilities of those people working for us, in observing and upholding our position on bribery and corruption.
- 3.2 Attached to this policy is a Guidance Note which provides information and guidance on how to recognise and deal with bribery and corruption issues.

4 Relevance of the policy

We cannot be complacent about the risk of corruption impacting our business.

- we operate in jurisdictions which Transparency International identifies in the Bribe Payers Index 2011 as having a higher likelihood of bribery than other countries, for example, countries in Eastern Europe, Latin America and Asia.
- we need permits and licences as a producer and importer of alcohol. There is a risk that we may be offered the opportunity to expedite or facilitate the obtaining of these permits by making unlawful payments.
- the awarding of an Accolade Wines contract could be a material contract for a supplier and they could seek to influence a tender process.

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- we supply our product to state owned entities (e.g. alcohol monopolies or liquor boards) and we deal with government officials when obtaining licences to supply.

5 Who is responsible for the policy?

- 5.1 The Board of Directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.
- 5.2 The General Counsel has primary responsibility for implementing this policy and for monitoring its use and effectiveness and dealing with any queries on its interpretation.
- 5.3 Management at all levels are responsible for ensuring those reporting to them are made aware of, and understand, this policy and the Guidance Note and are given adequate and regular training on it in accordance with this Policy.

6 Code of Business Conduct and Ethics

All directors, officers and employees of Accolade Wines must comply with the requirements contained in this policy, the Guidance Note and with the Accolade Wines' Code of Business Conduct and Ethics.

SCOPE OF THE POLICY

7 Who is covered by the policy?

This policy applies to all Accolade Wines' representatives. In this policy, **representatives** means individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located. A person is associated with us if they provide services for or on behalf of Accolade Wines.

8 What does this policy apply to?

- 8.1 This policy applies to conduct by or between an Accolade Wines representative and a third party – someone external to Accolade Wines.
- 8.2 In this policy, **third party** means any individual or organisation a person to whom this policy applies comes into contact with during the course of their work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

9 What is bribery?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

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REPRESENTATIVES' OBLIGATIONS AND RESPONSIBILITIES

10 Representatives' responsibilities

- 10.1 All representatives must comply with this policy, including the Guidance Note.
- 10.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All representatives are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 10.3 Employees must notify their manager, the General Counsel or the Legal Director in their region as soon as possible if they believe or suspect that a conflict with this policy has occurred, or may occur in the future. Representatives may also notify any concerns using the procedure set out in the Accolade Wines' **Whistleblowing Policy**.
- 10.4 Any employee who breaches this policy may face disciplinary action, up to and including dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other representatives if they breach this policy. Any breach could also lead to the criminal conviction of the individual(s) involved.
- 10.5 No disciplinary action will be taken if a failure to comply with these rules in paragraph 11 below is caused by a reasonably held belief that to do so would be likely to endanger the safety of any person.

11 Anti-corruption Rules

- 11.1 All representatives **MUST** act honestly at all times and not knowingly or recklessly:
 - offer, give, request, demand or accept any bribe or other improper advantage
 - take part in any dishonest activity, including (but not limited to) in relation to a tender, bid, selection, certification, approval, referral or recommendation
 - provide, conceal or approve work, materials, equipment or services which are not of the quality and quantity required
 - provide false, inaccurate or misleading information to any person
 - dishonestly withhold information from any person
 - make or submit false, inaccurate, misleading or exaggerated records, invoices, claims, requests for payment or similar (including splitting or dividing invoices)
 - dishonestly refuse or fail to approve, or delay in approving, work, materials, equipment, services, invoices, claims, applications for variations or extensions of time, requests for payment or similar
 - dishonestly refuse or fail to pay, or delay in paying, sums due
- 11.2 In addition, all directors and officers of Accolade Wines, and all other persons with any management responsibility within Accolade Wines **MUST**:
 - never instruct, authorise or condone, expressly or impliedly, any corrupt activity
 - make proper reports and enquiries regarding any suspicion of corruption of which they become aware

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- take reasonable preventative measures to stop corruption involving or implicating Accolade Wines
- report any suspicion of corruption to the General Counsel or Legal Director in their region

12 Record-keeping

- 12.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 12.2 Representatives must keep a written record of hospitality or gifts accepted or offered in accordance with the Guidance Note attached to this policy. This record may be subject to managerial review.
- 12.3 Representatives must ensure all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.
- 12.4 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as customers, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

13 How to raise a concern

Representatives are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. Any uncertainty, whether a particular act constitutes bribery or corruption or any other queries, should be raised with a representative's line manager, the General Counsel or with the Legal Director in that region, or can be reported by following the procedure set out in our [Whistleblowing Policy](#).

14 What to do if you are a victim of bribery or corruption

It is important that representatives tell the General Counsel, or the Legal Director in their region, or report using the procedure set out in the [Whistleblowing Policy](#) as soon as possible if they are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that they are a victim of another form of unlawful activity.

15 Protection

- 15.1 Representatives who refuse to accept or offer a bribe, or those who raise concerns or report another's wrong-doing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- 15.2 We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern.
- 15.3 Our [Whistleblowing Policy](#) will apply to any reports of suspicions regarding actual or potential bribery.

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ACCOLADE WINES' RESPONSIBILITIES

16 Training and communication

- 16.1 Employees who operate in areas where there is a risk of exposure to corruption will be trained on this policy using a combination of online and face-to-face training. The training on this policy forms part of the induction process for new employees. Existing employees will receive regular, relevant training on how to implement and adhere to this policy.
- 16.2 Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.
- 16.3 A copy of this policy is available on our corporate website www.accolade-wines.com.

17 Monitoring and review

- 17.1 The General Counsel will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible.
- 17.2 Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.
- 17.3 All representatives are responsible for the success of this policy and should ensure they use it to disclose any suspected breach or wrong-doing.
- 17.4 Representatives are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the General Counsel or Legal Director in their region.



Anti-Corruption Policy: Guidance Note and Procedure

The Accolade Wines Anti-Corruption Policy (**Policy**) sets out the responsibilities of all Accolade Wines' representatives, to observe and uphold its zero-tolerance position on bribery and corruption, including the Rules set out under this Policy that must be strictly adhered to.

This Guidance Note forms part of the Policy, and is intended to provide further examples and explanations of the interpretation and application of the Rules set out under the Policy, with a particular focus on ensuring representatives understand the high risk areas of the Accolade Wines' business as they relate to the Rules.

GUIDANCE FOR HIGH RISK AREAS

1 Gifts and hospitality

- 1.1 The Policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties.
- 1.2 Where a gift or hospitality is offered or received and the value of that gift or hospitality (or series of connected gifts or hospitality) is less than AU\$200 (or equivalent in local currency), subject to compliance with the terms of this Policy and in particular the guidance in this section, the employee may choose to offer / accept that gift or hospitality. If the gift or hospitality exceeds AU\$200, the employee must seek prior approval from their manager. The manager may only approve the giving or receiving of that gift or hospitality if to do so is in compliance with the terms of the Policy and this Guidance. If the manager is in any uncertainty, they should discuss their concerns with the General Counsel or the Legal Director in their region. An approval by a manager in contravention of this Policy will be treated as a breach of this Policy by the manager. Any approval granted by a manager should be copied to hospitality.approvals@accolade-wines.com, and a record should also be retained by the manager and the individual concerned.
- 1.3 The giving or receipt of gifts or hospitality is not prohibited, if the following requirements are met:
 - it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits
 - it complies with local law
 - a gift is given in our name, not in your name
 - it does not include cash or a cash equivalent (such as gift certificates or vouchers)
 - it is appropriate in the circumstances
 - taking into account the reason for the gift or hospitality, it is of an appropriate type and value and given at an appropriate time
 - it is given openly, not secretly

These requirements apply to all gifts and hospitality, whatever the value.
- 1.4 Gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the General Counsel or the Legal Director in your region.



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- 1.5 Gifts or incentives should not be given to spouses, relatives or friends of suppliers, customers, government officials or representatives or politicians, even if at recognised social or festive occasions, without the prior approval of the General Counsel or the Legal Director in your region. Any such gift or incentive must form part of a wider gift or incentive to the principal (e.g. inviting a customer and their wife to an event).
- 1.6 We appreciate that the practice of giving business gifts and hospitality varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift or hospitality should always be considered.
- 1.7 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 another worker who has refused to commit a bribery offence or who has raised concerns under the Policy or
 - engage in any activity that might lead to a breach of the Policy

2 Incentives and Rewards

- 2.1 Incentives, rewards and discounts (in this paragraph, **incentives**) are common in our industry which is dependent on individual sales people. These may take the form of travel, cash, free stock, prizes and other items of value. Incentives given to reward proper performance and not to reward improper actions are acceptable provided they comply with the Policy.
- 2.2 Incentives offered to Accolade Wines' staff must comply with the guidance on gifts above and should be part of an approved incentive scheme.
- 2.3 Incentives offered to third parties must comply with the following rules:
- incentives should be part of an approved incentive scheme
 - incentives targeted at individuals shall only be provided with the knowledge and consent of their employer
 - incentives must reward performance in line with that person's duties or performance by their business as a whole (eg incentives for volume of sales, ranging for a promotion etc)
 - incentives must never be intended (directly or indirectly) to cause an individual to act other than in accordance with their duties as an employee
 - Incentives must otherwise comply with the rules for gifts set out above.

Anti-Corruption Policy: Guidance Note and Procedure

3 Facilitation payments and kickbacks

- 3.1 We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official.
- 3.2 Kickbacks are typically payments made in return for a business favour or advantage. All representatives must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.
- 3.3 If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment.
- 3.4 If you have any suspicions, concerns or queries regarding a payment, you should raise these with the General Counsel or Legal Director in your region.

4 Donations

- 4.1 We do not generally make contributions to political parties. No donation must be offered or made on behalf of Accolade Wines without the prior approval of a member of the Executive Committee.
- 4.2 Where donations are made they must never be made in an attempt to influence any decision or gain a business advantage and must always be publicly disclosed.
- 4.3 We only make charitable donations that are legal and ethical under local laws and practices.

5 Distributors and agents

- 5.1 Distributors and agents can be regarded as part of Accolade Wines for the purposes of anti-bribery legislation and so must be made aware of the Policy and our requirement for them to comply with it.
- 5.2 Distributors and agents will be required to annually confirm that they are aware of, and are in compliance with, the Policy.
- 5.3 If you become aware of any conduct by a distributor or agent that, were it done by a representative, would be prohibited by the Policy, then you must immediately report that to the General Counsel or Legal Director in your region.

6 Procurement and tenders

No gift, payment or other benefit should ever be accepted by any representative from a supplier who is, or may take part in, a formal or informal tender process conducted by Accolade Wines. Similarly, no Accolade Wines' representative should ever offer a gift, payment or other benefit to a customer as part of a tender process in which Accolade Wines participates.

7 Invoicing – type and location

- 7.1 You should exercise care and diligence if a customer requests that invoicing be completed in a format or manner that is not routine. Care must be taken to ensure that we are not party to illegal or corrupt behaviour. If commercially valid reasons exist for the request and there is no suspicion of illegal behaviour then it may proceed – but if you have any doubt then the issue should be referred to a senior member of the Legal or Finance team.



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- 7.2 Similarly, payments for goods and services should be made entirely to the account of the entity that is invoiced and no part of that payment should be made to the personal accounts of directors, employees or officers of the supplier.

Annex - "Red flag" Situations

The following is a list of possible red flags that may arise whilst working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to your manager, the General Counsel or to the Legal Director in your region, or using the procedure set out in the [Whistleblowing Policy](#):

- you become aware that a third party engages in, or has been accused of engaging in, improper business practices
- you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials
- a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us
- a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business
- a third party requests an unexpected additional fee or commission to "facilitate" or expedite a service
- a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services
- a third party requests that a payment is made to "overlook" potential legal violations
- a third party requests that you provide employment or some other advantage to a friend or relative
- you receive an invoice from a third party that appears to be non-standard or customised
- you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided
- a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us
- you are offered an unusually generous gift or offered lavish hospitality by a third party



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DECLARATION

All employees are required to sign the following declaration:

I have read Accolade Wines' *Anti-Corruption Policy, Guidance Note and Procedure*, I understand the requirements and agree to comply with these requirements.

- Yes
- No
- I do not understand. Please contact me.

Signature: _____

Print name: _____

Department: _____

Date: ____ / ____ / ____

Please return this completed form to your local Human Resources Department.