

Anti-Bribery and Corruption Policy

1 Introduction

Flight Centre Travel Group Limited (**FCTG**) and the FCTG Group (as defined below) takes a zero-tolerance approach to bribery and corruption and is committed to conducting its business with honesty and integrity and the highest standards of personal and professional ethical behaviour. Bribery and corruption are not compatible with the FCTG Group's values, are unlawful and will not be tolerated.

FCTG's Board and the executive team have adopted this policy to communicate this message and to assist those working with the FCTG Group to uphold it. The executive team, management and senior staff at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy.

2 Definitions

In this Anti-Bribery and Corruption Policy:

Term	Meaning
bribe / bribery corrupt/corruption	the giving, offering, promising, requesting, agreeing to receive or, receipt or acceptance of any advantage or benefit of any kind, which need not be financial, including any payment, gift, loan, fee, or reward, to or from any person in order to influence them corruptly or improperly in the exercise of their duty; and corrupt/corruption means the misuse or abuse of public or private office or power for personal gain.
FCTG Group	Flight Centre Travel Group Limited and any subsidiary or business which is directly or indirectly wholly or majority owned, managed, or otherwise controlled by Flight Centre Travel Group Limited (in all countries in which we operate).
public official	<p>Any government or public official in Australia or any other country, including but not limited to:</p> <ul style="list-style-type: none">• a person holding a legislative, executive, administrative or judicial office (whether appointed or elected);• an employee, official or contractor of, person acting in an official function or capacity for a country or territory, or person who performs public duties or functions for a government or public body (including a military or police force), a government-owned or government-controlled enterprise (including a state owned enterprise), or a public international organisation;• a political party or party official or candidate for political office;• a person holding an appointment, position or office created by custom or convention, such as potentially some tribal or indigenous leaders or member of a royal family;

- an authorised intermediary or agent of a person covered by any of the paragraphs above; and
- close relatives or persons closely associated with any of the above.

third party / third parties

any individual, entity or other organisation who is engaged or paid to represent any entity in the FCTG Group, or which perform services for, in association with or on behalf of any entity in the FCTG Group, including licensees, business partners, all suppliers (including all of our air, land, product, IT and other suppliers), distributors, service providers, business contacts, consultants, contractors, agents, representatives, sponsors, advisors, referrers and persons acting in a fiduciary capacity.

In this policy the use of the terms “**we**”, “**our**” and “**us**” refer to the entire FCTG Group.

Examples of bribery and corruption are set out in this policy as well as in the Annexure attached to this policy.

3 Who does this policy apply to?

This policy applies across the FCTG Group businesses to all FCTG subsidiaries and joint ventures controlled by FCTG and to all employees, officers, agents and directors of those business entities (collectively referred to as **Our People** in this policy). In certain circumstances the FCTG Group must also apply this policy to third parties, including independent contractors (also referred to as *Our People* in this policy) by including appropriate anti-bribery and anti-corruption clauses in their engagement documentation (discussed further in this policy).

Third parties are expected to have and comply with policies designed to mitigate and manage bribery and corruption risk.

Enterprise Risk in your region may request copies of a third party's anti-bribery and corruption policy and related materials. Where Enterprise Risk identifies that a third party does not have policies managing bribery and corruption risks, or identifies that these policies are inadequate, the FCTG Group expects third parties to comply with this policy. The FCTG Group will take such steps as are open to it to require that any such third party complies with the standards set out in this policy.

This policy applies to all business and transactions, regardless of where they occur and whether or not any particular conduct may be regarded as common or customary in a particular place or location.

Responsibility lies with every person covered by this policy to counter bribery and corruption by adhering to this policy.

4 Purpose

The purpose of this policy is to:

- set out the FCTG Group's and Our People's responsibilities and the responsibilities of third parties we deal with in observing and upholding our position on bribery and corruption; and
- provide information and guidance to Our People on how to recognise and deal with bribery and corruption issues.

5 Laws and regulations

We conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery, corruption and slavery, and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate. It is our best practice objective that those we do business with take a similar zero-tolerance approach to bribery, corruption and slavery.

The FCTG Group operates under laws which make illegal any form of bribery, including giving or receiving bribes, “*facilitation payments*” (as defined below) and bribery of foreign public officials. Bribery and corruption are criminal offences and penalties can be severe for both companies and individuals. Bribery and corruption are punishable for individuals by substantial terms of imprisonment and/or severe monetary penalties, including fines, civil penalties, disgorgement and forfeiture, among other things. If the FCTG Group is found to have taken part in bribery and corruption we could face these forms of severe monetary penalties, be excluded from tendering for public contracts and face damage to our reputation. Therefore, we take our legal responsibilities very seriously and expect Our People to do the same.

The FCTG Group complies in full with the laws and regulations of those countries in which we operate. There is legislation in many countries, including Australia (the *Criminal Code Act 1995*), the United Kingdom (*Bribery Act 2010*; *Modern Slavery Act 2015*); the United States (*Foreign Corrupt Practices Act 15 U.S.C*) and Canada (*Corruption of Foreign Public Officials Act*) (all of which have extra-territorial reach) that prohibits bribery, corruption and slavery. Similar laws also exist in or apply to other jurisdictions in which we operate. Acts of bribery and corruption committed by Our People overseas may well result in a prosecution at home and also in other jurisdictions.

6 Bribery and corruption

Bribery and corruption are defined at the beginning of this policy and can take on many different shapes and forms, but typically both parties to the bribe or corrupt practice will benefit. It does not matter whether the bribe is:

- given or received directly or indirectly through a third party; or
- for the benefit of the recipient or some other person.

Remember, a bribe may exist where there is an **intention to influence a person corruptly or improperly in the exercise of their duty**. Examples of some forms that bribes can take are:

- money (or cash equivalent such as shares, gift cards, etc);
- unreasonable or extravagant gifts, entertainment or hospitality (including free or discounted upgrades, free or heavily discounted flights, accommodation or other product);
- kickbacks;
- unwarranted allowances or expenses;
- “facilitation payments” also known as “grease payments” (see below);
- political/charitable contributions;
- uncompensated use of company services or facilities;
- the provision of favours; or
- anything else of value (particularly to the recipient); or
- an advantage (whether financial or not).

The payment, offer, promise or authorization of a bribe may be direct or indirect. For example, the FCTG Group can be liable even if it or its employees attempt to “funnel” a payment indirectly to a public official by using an unrelated third party as a conduit.

If you are not sure whether particular conduct, behaviour or practices are acceptable you must first check with your local CFO, Enterprise Risk or Legal Services in your region.

Our People must not:

- bribe another person;

- receive a bribe;
- make “facilitation payments”;
- make any political donations, charitable or community donations or sponsorships which are or could be perceived as bribes, or otherwise in a manner contrary to this policy;
- offer, provide or accept gifts, hospitality or promotional activity in a manner contrary to this policy;
- engage or deal with third parties in a manner contrary to this policy;
- enter into new business ventures or invest in new companies or countries in a manner contrary to this policy;
- bribe a foreign public official or government entity;
- make, or fail to make, alter, destroy or conceal a document that shows the payment or receipt of a bribe; or
- cause or authorise any of the above conduct or any other conduct which is inconsistent with this policy or any anti-corruption laws.

Our People must not do any of the above in their ‘personal capacity’ in an attempt to evade the requirements of this policy.

Our People must:

- in certain circumstances, ensure that this policy is applied to third parties by including appropriate anti-bribery and anti-corruption provisions in their engagement documentation; and
- immediately report any breaches or suspected breaches of this policy to their local CFO, Enterprise Risk or Legal Services in your region.

These points are discussed in more detail below.

7 Gifts, hospitality and promotional activity

Good faith hospitality and promotional or other business expenditure which seeks to improve the FCTG Group’s image, to better present our products and services, or establish cordial relations, is an important part of our business. This policy does not intend to prohibit reasonable and proportionate hospitality and promotional or other similar business expenditure intended for these purposes. However, all gifts and hospitality must be for a genuine purpose, reasonable and given in the ordinary course of business (see local Operational Expense Policy guidelines). Gifts and/or hospitality can never be given or received where there is an intention to influence, induce or reward improper performance.

The local Operational Expense Policy, the FCTG Group’s Code of Conduct and other policies must also be complied with.

The giving or receipt of gifts and/or hospitality (including receiving free or discounted upgrades, free or discounted flights, accommodation, other product or gifts and/or hospitality to or from any of the FCTG Group’s carriers or suppliers) is generally permitted on the following conditions.

Gifts and/or hospitality must:

- not be made with the intention of influencing, inducing or rewarding a third party in order to gain any advantage through improper performance, or in explicit or implicit exchange for favours or benefits;
- be provided only for the purpose of building or maintaining business relationships or normal courtesy, and never be offered for something in return;
- comply with local law;
- be disclosed to your Team Leader in advance (where it is possible to do so or as soon as possible afterwards);
- be given in your FCTG Group business’s name and not in your name;
- never consist of cash or cash equivalents (such as shares, gift certificates or vouchers);

- (g) be appropriate in the circumstances and consistent with reasonable business practices. For example, it may be customary for some FCTG Group businesses to give or receive gifts at Christmas time;
- (h) be of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift. For example, gifts and/or hospitality must never be offered to or accepted from any clients or suppliers (existing or potential) if you are involved in a tendering or contracting/negotiation process with them; and
- (i) be provided in an open and transparent manner, and never be offered if full transparency and disclosure would be embarrassing to the FCTG Group or the recipient.

Gifts and/or hospitality should not be offered to, or accepted from, public officials, or representatives, or politicians or political parties, without the prior approval of your local CFO, Enterprise Risk or Legal Services in your region and never where there is an intention to influence a person corruptly or improperly in the exercise of their duty or where you are aware there is a substantial risk that the person will be improperly influenced in the circumstances. Where gifts and/or hospitality are provided to a public official, it must be:

- (a) permissible under all applicable laws, rules and regulations; and
- (b) within any monetary limits, and comply with any disclosure obligations, imposed by the recipient's organisation or local laws. It should be confirmed (and legal advice obtained) whether the recipient's organisation or local laws impose any such limits or disclosure requirements.

SCENARIOS WHICH ARE GENERALLY ACCEPTABLE AND DO NOT RAISE BRIBERY OR CORRUPTION CONCERNS ARE SET OUT IN THE ANNEXURE TO THIS POLICY.

Where it is an accepted part of your role (you should ask your local CFO, Enterprise Risk or Legal Services in your region if you are unsure about this) you can offer and accept a reasonable amount of moderate hospitality for the purposes of business development, having regard to the points listed above.

The FCTG Group understands that the practice of giving business gifts 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, proportionate and justifiable. The intention behind the gift or hospitality must always be considered and it can never be for the purpose of influencing a person corruptly or improperly in the exercise of their duty. Think about the perception that can be created by the giving or receipt of gifts or hospitality.

As noted in section 10 below, the prior written approval of your local CFO, Enterprise Risk or Legal Services in your region is required in relation to gifts and hospitality in the public sector.

Outside of the public sector, all FCTG Group employees, officers and directors who give or are in receipt of a gift or hospitality that is valued at more than the amounts set out in the table below, or a number of gifts of any value from a single party, must **review the appropriateness of the gift or hospitality** with their local CFO or Enterprise Risk in their region before giving or receiving it. Where there is any concern about the appropriateness of the gift or hospitality, it must be reported to your local CFO, Enterprise Risk or Legal Services in your region. Of course, the values in the table below are irrelevant if the gift or hospitality may be a bribe. Regardless of the value, any gift or hospitality must be for a genuine purpose, reasonable and given in the ordinary course of business. Gifts and/or hospitality can never be given or received where there is an intention to influence, induce or reward improper performance, regardless of their value.

Country	Amount (per person)
Australia	AUD300

United Kingdom	GBP100
United States of America	USD500
Canada	CDN500
South Africa	R3,000
New Zealand	NZD650
India	INR5,000
China	RMB3,000
Singapore	SGD500
Hong Kong	HKD3,000
Dubai	AED2,000

Your local CFO, Enterprise Risk or Legal Services in your region may impose limits on what is an appropriate amount to give or receive in terms of gifts, benefits, entertainment and hospitality and may require you to declare these interests on a register. All of Our People must adhere to any such policy set by their local CFO Enterprise Risk or Legal Services in your region from time to time.

All gifts, hospitality, travel or other benefits which require approval, whether provided by you or received by you, must be documented and recorded. The record must expressly state the nature and purpose of the gift, hospitality or travel, including the value and the identities of the giver and receiver, and details of any approvals given.

7.2 What is not acceptable?

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

- (a) give, promise to give, or offer, a payment, gift or hospitality with the intention of influencing, inducing or rewarding improper performance;
- (b) 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 (where the payment is not a legitimate payment pursuant to local written law);
- (c) accept a payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them which will be obtained through improper performance by you or us; or
- (d) accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with the intention of influencing improper performance by you or us in return.

8 Facilitation payments

“Facilitation payments” or “kickbacks”, whether legal or not in a country, are prohibited under this policy.

“Facilitation payments” are typically small, unofficial payments made to secure or expedite a routine government action by a government official.

In Australia and the USA “facilitation payments” may be a defence to the prohibition on paying bribes to foreign public officials, but “facilitation payments” are prohibited under the UK *Bribery Act 2010* and Canadian *Corruption of Foreign Public Official's Act*. Because the UK and Canadian Acts can apply to conduct that occurs outside the UK and Canada, “facilitation payments”, regardless of where they are given or received, are prohibited under this policy. All of Our People need to be mindful of this.

If you are not sure whether your payment is acceptable you must first check with your local CFO, Enterprise Risk or Legal Services in your region.

“Kickbacks” are typically payments made in return for a business favour or advantage.

All employees must avoid any activity that might lead to, or suggest, that a “facilitation payment” or “kickback” will be made or accepted by us. Please report any concerns regarding “facilitation payments” or “kickbacks” to your local CFO, Enterprise Risk or Legal Services in your region immediately.

Our People will not be penalised for providing a payment or benefit in circumstances where they fear imminent physical injury to themselves or another person if the payment or benefit is not provided. If any payment or benefit is provided in these circumstances, you must immediately report it to your local CFO, Enterprise Risk or Legal Services in your region. Further, it must be promptly recorded (including the amount of the payment or identification of the benefit provided, the identity of to whom it was made and the circumstances in which it was made).

9 Donations

The FCTG Group does not make contributions to political parties, nor does it make donations at the request of government officials. We only make charitable donations that are legal and ethical under local laws and practices that are in accordance with our charitable objectives. Requests for sponsorship should be forwarded to your local CFO for approval in the first instance.

Our People who wish to make charitable or community donations on their own behalf must make it clear that they are not doing so on behalf of the FCTG Group.

All charitable or community donations made on behalf of the FCTG Group must:

- be approved and made according to the FCTG Group's approval processes; and
- be documented, with all records kept.

10 Dealing with public officials and government entities

Dealing with public officials poses a particularly high risk in relation to bribery due to strict rules and regulations in many countries.

Public officials include those in government departments, but also employees of government owned or controlled commercial enterprises (also known as State Owned Entities or Government Owned Corporations), international organisations, political parties and political candidates and any person acting in an official capacity on behalf of a foreign government or an instrumentality.

Corrupting a public official is a serious offence. Therefore, the provision of money or anything else of value, no matter how small, to any public official for the purpose of influencing them in their official capacity is prohibited. Even if you do not intend to influence a public official, if you are aware there is a substantial risk that a public official may be improperly influenced in the circumstances, you cannot take the risk, the conduct is still prohibited. The prior written approval of your local CFO is required in relation to gifts and hospitality in the public sector. Making charitable contributions or political donations in connection with dealings with a public official is prohibited.

In addition, many public officials and public offices have their own rules regarding the acceptance of gifts and hospitality and we must respect these rules where applicable.

11 Dealing with third parties

The FCTG Group could be liable for the acts of third parties who act on our behalf. Because anti-bribery laws prohibit “indirect” as well as direct payments and offers, the FCTG Group and you may be liable for the conduct of a third party where we know or reasonably should have known of such party’s unlawful conduct. Turning a “blind eye” or ignoring “red flags” that something may be wrong does not exonerate the FCTG Group or you from criminal liability.

The FCTG Group is also obligated to take adequate steps to prevent bribery by third parties. Before appointing a third party you must consult with your local CFO, Enterprise Risk or Legal Services in your region to determine whether due diligence is required, and the extent of any due diligence. This will always depend on the nature of the appointment of that third party. In certain circumstances, you will need to conduct a reasonable investigation into the background, reputation, and business practices of a third party before entering into a contract with them, and to consider what steps are required to address or mitigate any identified bribery and corruption risks. **The FCTG Group will always take a proportionate and risk-based approach in conducting due diligence.**

Do not do business with a third party who refuses to cooperate in due diligence, or where the due diligence raises concerns regarding the anti-bribery risk unless you receive consent from your local CFO, Enterprise Risk or Legal Services in your region to do so. We will not engage any third party who we know or suspect of engaging in bribery or corruption. Where we have concerns regarding the anti-bribery risk and your local CFO, Enterprise Risk or Legal Services in your region has given their consent, arrangements with these third parties must be subject to clear contractual terms, including specific provisions requiring them to comply with minimum standards and procedures in relation to bribery and corruption. You can obtain these specific contractual provisions from your local CFO, Enterprise Risk or Legal Services in your region.

Our People must ensure that all fees and expenses paid to third parties (including any commissions and success fees) represent appropriate and justifiable remuneration, which is transparent, commercially reasonable under the circumstances, and for legitimate services rendered. We must also ensure that all fees and expenses are paid to the third party themselves (and to an account in their name in their principal place of business).

The relationship must be recorded in a written agreement, which contract must be authorised in accordance with the FCTG Group’s contract approval processes. Further, the FCTG Group must monitor the services and records provided by the third party.

12 Your responsibilities

All of Our People must ensure that they read, understand and comply with this policy. Key personnel (including senior leaders, corporate sales staff, contract negotiators (including air, land, procurement and IT) and Business Development Managers) will be required to complete Bribery and Corruption training annually or as directed by your local CFO, Enterprise Risk or Legal Services in your region.

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

- (e) threaten or retaliate against another employee who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (f) engage in any activity that might lead to a breach of this policy.

Any breach of this policy by any of Our People will lead to disciplinary action which could result in termination/dismissal of employment, penalties, fines, criminal convictions and jail. Remember, a bribe does not actually have to take place – just promising to give a bribe or agreeing to receive one is prohibited.

The FCTG Group reserves its right to terminate our relationship with Our People or any third party if they breach this policy.

Our People and third parties must cooperate fully and openly with any investigation by the FCTG Group into alleged or suspected corrupt activity or breach of this policy. Failure to cooperate or to provide truthful information is a breach of this policy.

13 Record keeping

The FCTG Group must keep financial records and have appropriate internal controls in place which will evidence the business reason for making any payments to third parties.

You must ensure all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the appropriate local Operational Expense Policy, the FCTG Group's Code of Conduct and other policies, which can all be found on the intranet.

All accounts, invoices, notes and other documents and records relating to dealings with third parties, such as customers, suppliers and business contacts, should be prepared and maintained with accuracy and completeness. No accounts are to be kept "off the record" to facilitate or conceal any improper payments.

14 Reporting concerns

All of Our People have a responsibility to detect, prevent and report instances not only of bribery and corruption, but also of any other suspicious activity or wrongdoing in connection with the FCTG Group's businesses. You must report any actual or suspected breach of this policy to your local CFO, Enterprise Risk or Legal Services in your region or, where for good reason this is not possible, you should make use of the Whistleblower Hotline available to all of Our People. Full details of this can be found in the [FCTG Group's Whistleblowing Policy](#).

If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with your local CFO, Enterprise Risk or Legal Services in your region.

The FCTG Board will be kept informed of any material breaches of this policy.

14.1 Protection

Some of Our People who refuse to accept or offer a bribe, or those who raise concerns or report another person's wrongdoing, are sometimes worried about possible repercussions. The FCTG Group encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

The FCTG Group will not permit retaliation of any kind against Our People who have reasonable grounds to suspect a violation of this policy. Any actual or attempted retaliation is also a breach of this policy. It is the FCTG Group's policy to adhere to all applicable laws protecting Our People against unlawful discrimination or retaliation as a result of them lawfully reporting complaints or participating in investigations regarding alleged unethical, illegal or fraudulent business matters or any activity contrary to this policy. Specifically, FCTG prohibits any form of unlawful discrimination or retaliation or taking any adverse action against Our People for engaging in the following conduct:

- (a) providing information or otherwise assisting in an investigation regarding any conduct that Our People reasonably believe violates applicable law or this policy; or
- (b) filing, testifying, participating or otherwise assisting in any proceeding relating to an alleged violation of applicable law or this policy.

Any employee who unlawfully harasses, discriminates or retaliates against Our People as a result of his or her protected actions as described in this policy may be subject to corrective action, up to and including termination of employment.

Nothing in this policy prohibits you from reporting concerns, making lawful disclosures, or communicating with any governmental authority about conduct that you believe violates any laws or regulations.

15 Monitoring and review

Your local CFO and/or Enterprise Risk in your region will conduct periodic reviews of the bribery risk faced by the FCTG Group.

This policy will be reviewed at least every two years, or more often as required to respond to relevant changes in circumstances, such as entering new markets, changes to the FCTG Group's activities, a bribery or corruption incident or changes to the governmental or regulatory environment. This is to ensure reports or breaches are appropriately recorded, investigated and responded to, that it continues to operate effectively and confirm whether any changes are required to the policy. This policy and relevant procedures will be updated and amended as required.

Your local CFO will also monitor the effectiveness and review the implementation of this policy, considering its suitability, adequacy and effectiveness. Improvements to this policy that are identified will be made as soon as possible.

All of Our People are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

All of Our People are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to your local CFO, Enterprise Risk or Legal Services in your region.

The FCTG Group reserves the right to vary and/or amend the terms of this policy from time to time at its absolute discretion.

16 Related policies and procedures

- [The FCTG Group's Whistleblowing Policy](#)
- [The FCTG Group's Code of Conduct](#)
- The FCTG Group's Modern Slavery Policy
- [Local Operational Expense Policy](#)

17 Contact details

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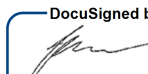
Endorsement

FCTG's Board and Executive Team are committed to and have approved this policy and its implementation.

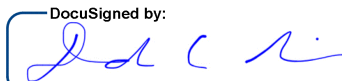
Policy Title: Anti-Bribery and Corruption

Date: 22/8/2023

Approved:

DocuSigned by:

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Graham Francis Turner
Managing Director

DocuSigned by:

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David Smith
Company Secretary

Potential risk scenarios: bribery and corruption indicators

The following is a list of possible scenarios that may arise during the course of your employment or contracting with or for the FCTG Group 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 to help you in your compliance with this policy.

Remember, in terms of gifts and hospitality the test to be applied is whether in all the circumstances the gift or hospitality is reasonable, proportionate and justifiable. It can never be given with the intention of influencing, inducing or rewarding improper performance. Think about the perception that can be created by the giving or receipt of gifts or hospitality.

Regardless of whether you are a consultant in a store or an FCTG Board Member you may be offered gifts in the form of free or discounted upgrades, AD fares, free or discounted flights, accommodation or other product. In most circumstances these types of benefits will be for a genuine purpose, reasonable, proportionate, justifiable and given in the ordinary course of business in accordance with travel industry practices **BUT none of these can be accepted by you if they are given for the purpose of influencing you corruptly or improperly in the exercise of your duty.**

This list is subject to the factors above. If you encounter any of these scenarios while working for us, you must report them promptly to your immediate supervisor local CFO, Enterprise Risk or Legal Services in your region:

- (a) giving or receiving any gift and/or hospitality (including free or discounted upgrades, free or discounted flights, accommodation or other product) which is not reasonable, not proportionate and not justifiable and where the intention of giving or receiving the gift and/or hospitality is to influence a person corruptly or improperly in the exercise of their duty;
- (b) giving or receiving free or discounted upgrades, free or discounted flights, accommodation, other product or gifts and/or hospitality to or from any of the FCTG Group's carriers or suppliers immediately prior to, during or immediately after your involvement in a tender or contracting/negotiation process with them;
- (c) giving or receiving any gift, benefit, entertainment or other personal favour or assistance which goes beyond accepted industry practice;
- (d) receiving free or discounted upgrades, free or discounted flights, accommodation or other product from any of the FCTG Group's non-preferred carriers or suppliers (unless approved by your Nation Leader or local CFO). This is because attempts by non-preferred suppliers to offer deals direct to stores and consultants (such as famils, upgrades, free travel and so on) may be given with the intention of influencing that store or person to deal with them improperly (i.e. not through the FCTG Group's usual contracting channels);
- (e) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with the FCTG Group, or carrying out a government function or process with the FCTG Group;
- (f) 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;
- (g) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business where we suspect those places are a tax haven or where those places have a reputation for money laundering;
- (h) a third party requests an unexpected additional fee or commission to "facilitate" a service;
- (i) a third party demands entertainment or gifts before commencing or continuing contractual negotiations or provision of services;

- (j) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (k) 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 public officials;
- (l) a third party requests that a payment is made to “overlook” potential legal violations;
- (m) a third party requests that you provide employment or some other advantage to a friend or relative;
- (n) you receive an invoice from a third party that appears to be non-standard or customised;
- (o) a third party refuses to put terms agreed in writing;
- (p) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (q) you are offered an unusually generous gift or offered lavish hospitality by a third party not in accordance with our industry standards and/or general commercial practice;
- (r) you are asked to give hospitality at which you are requested not to attend;
- (s) you are offered hospitality at which the giver is not going to be in attendance;
- (t) you are asked to give hospitality to persons who are not associated with the organisation (for example family members) or are offered hospitality which extends to persons beyond our business (for example family members).

2 Acceptable scenarios

Genuine hospitality and promotional, or other business expenditure which seeks to improve the FCTG Group’s image, to better present our products and services, or establish cordial relations are acceptable. However, all gifts and hospitality must be for a genuine purpose, reasonable, proportionate and given in the ordinary course of business. The local Operational Expense Policy, the FCTG Group’s Code of Conduct and other policies must also be complied with.

Below is a list of possible scenarios that may arise during the course of your employment or contracting with the FCTG Group which do not raise concerns under anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only to help you in your compliance with this policy.

Remember, in terms of gifts and hospitality the test to be applied is whether in all the circumstances the gift or hospitality is reasonable, proportionate and justifiable. It can never be given with the intention of influencing, inducing or rewarding improper performance. Think about the perception that can be created by the giving or receipt of gifts or hospitality.

Regardless of whether you are a consultant in a store or an FCTG Board Member you may be offered gifts in the form of free or discounted upgrades, AD fares, free or discounted flights, accommodation or other product. In most circumstances these types of benefits will be for a genuine purpose, reasonable, proportionate, justifiable and given in the ordinary course of business in accordance with travel industry practices **BUT none of these can be accepted by you if they are given for the purpose of influencing you corruptly or improperly in the exercise of your duty.**

This list is subject to the factors above. If in doubt, check with your local CFO, Enterprise Risk or Legal Services in your region.

- (a) giving or receiving any gift and/or hospitality (including free or discounted upgrades, free or discounted flights, accommodation or other product) which is reasonable, proportionate and justifiable and where there is no intention to influence a person corruptly or improperly in the exercise of their duty;
- (b) inviting third parties to FCTG Group functions, promotions and events (such as *Supplier Nights*);

- (c) attending third party functions, promotions or events in the ordinary course of business;
- (d) attending *Educationals* or *Famils* with any of the FCTG Group's preferred carriers or suppliers (but only as approved by your local Air or Land Contracting team).
- (e) giving or receiving free or discounted upgrades, free or discounted flights, accommodation, other product or gifts and/or hospitality to or from any of the FCTG Group's carriers or suppliers (but only as approved by your Area Leader, Nation Leader or local CFO and **never** immediately prior to, during or immediately after your involvement in a tender or contracting/negotiation process with them);
- (f) giving or receiving gifts in accordance with local / cultural custom in accordance with applicable FCTG Group policies, industry standards and local laws (e.g. Christmas gifts);
- (g) giving or receiving gifts of nominal value or small / low value in accordance with applicable FCTG Group policies and industry standards;
- (h) taking third parties out for a meal and / or drinks in accordance with applicable FCTG Group policies and industry standards;
- (i) entertaining third parties, provided such entertainment is appropriate and is not lavish or overly expensive in the circumstances and in accordance with applicable FCTG Group policies and industry standards;
- (j) giving and accepting moderate hospitality for the purposes of business development in accordance with applicable FCTG Group policies and industry standards;
- (k) giving new clients a "welcome" gift in accordance with applicable FCTG Group policies and industry standards;
- (l) making legitimate payments pursuant to local written law.