

JB Hi-Fi Group – Anti-Bribery, Corruption and Fraud Policy

1. Introduction

The JB Hi-Fi Group's Statement of Values includes statements that we will act:

- honestly and do the right thing; and
- lawfully, ethically and responsibly.

The Group has adopted this Anti-Bribery & Corruption Policy in accordance with these values.

Team Members must:

- read this Policy and ensure they understand it; and
- comply with this Policy.

The Group also expects those who perform services for, or on behalf of, the Group to abide by the standards in this Policy. This includes distributors, contractors and suppliers.

2. Prohibition on bribery, corruption and fraud

Team Members are strictly prohibited from engaging in any form of bribery, fraud or corruption, including in their interactions with a third party (e.g. a supplier) or public official.

Bribery is the:

- offering;
- provision; or
- acceptance,

of an undue benefit, with the intention of:

- influencing the recipient in the exercise of their duties; or
- obtaining or retaining business or personal advantage or improper advantage for the Group.

A benefit can take the form of payments, gifts, loans, fees, travel, hospitality, rewards or other advantages.

Corruption is the abuse of entrusted power for private gain.

Fraud is dishonest activity that leads to obtaining a personal benefit through deception. Examples of fraud are theft, forgery, falsifying accounting or other records, and money laundering.

If a Team Member engages in bribery or corruption, there are potentially serious consequences for the Group and the Team Member such as reputational damage, fines and/or imprisonment.

3. Gifts, hospitality and other benefits

Team Members may offer or accept gifts, hospitality or other benefits that are a genuine act of appreciation, are reasonable, proportionate and do not place an obligation or expectation on the other party.

Team Members must seek advance approval from their manager prior to offering, asking for or accepting a gift, hospitality or other benefit of significant value. In determining if it is appropriate to accept the gift, hospitality or benefit, managers will ensure it:

- is not, or does not appear to be, connected with a personal or business advantage;
- does not create any actual or perceived conflict with the recipient's duties; and/or

- does not compromise, or appear to compromise, the recipient's integrity, judgement or objectivity in the course of their employment.

Gifts, hospitality or other benefits that are of little or nominal value do not need to be reported and approved under this Policy.

If a Team Member is in any doubt about whether a gift, hospitality or other benefit needs to be reported and approved under this Policy, they must ask their manager.

4. Political donations

Team members must not make political donations on behalf of the Group unless the donation has been approved by the Group CEO and the Chairman of the Board. Any approved donation must be made in accordance with all relevant laws.

5. Secret commissions or referrals

Team Members must not accept any commissions or referral benefits on behalf of the Group where:

- the Team Member provides advice to a customer in relation to entering into a contract with a third party; and
- the customer enters into a contract with the third party; and
- the Group receives the commission or referral benefit from the third party; and
- the commission or referral benefit is secret because it is not disclosed to the customer.

This prohibition above applies to a Team Member acting in any capacity, including where they are acting as an agent for a third party.

Similarly, Team Members must not offer or provide any secret commissions or secret referral benefits to a third party on behalf of the Group where:

- the third party provides advice to a customer in relation to entering into a contract with a Group company; and
- the customer enters into a contract with the Group company; and
- the Group company provides the commission or referral benefit to the third party; and
- the commission or referral benefit is secret because it is not disclosed to the customer.

Team Members must not accept, offer or provide any commissions or referral benefits from or to a third party (whether secret or otherwise) in their personal capacity.

6. Reporting of breaches

All Team Members have an obligation to ensure compliance with this Policy. If you see behaviour that you believe breaches this Policy, you must report it to the Risk or HR Department (including under the Group's Reportable Conduct and Whistleblower Policy) or using the Group's reporting hotlines (Stopleveline for JB Hi-Fi Team Members and Your Call for The Good Guys Team Members).

The identity of the Team Member making the report will be treated confidentially (as far as reasonably practicable) and handled in a manner that ensures that the Team Member making the report is not treated detrimentally for reporting their concerns.

The Board or Board Committee will be informed of any material breaches of this Policy of which Management become aware and, where appropriate, breaches will be reported to the appropriate authorities.

7. Consequences of breach of this Policy

Compliance with this Policy is mandatory. Any breach of this Policy by a Team Member will result in disciplinary action which may include termination of employment. A breach may also expose an individual to criminal or civil liability and could result in imprisonment or the imposition of a significant financial penalty.

8. Policy adoption and review

This Policy was adopted on 3 June 2020, and revised on 28 July 2020, and will be reviewed periodically to check whether it is operating effectively and whether any changes are required.

Appendix 2 – Commentary from the Principles on anti-bribery & corruption policies

Commentary

Giving bribes or other improper payments or benefits to public officials is a serious criminal offence and can damage a listed entity's reputation and standing in the community.

The board or a committee of the board should be informed of any material incidents of bribery or corruption, as they may be indicative of issues with the culture of the organisation.

A listed entity's anti-bribery and corruption policy can be a stand-alone policy or form part of its code of conduct.

A listed entity may find the suggestions in Box 3.4 helpful in formulating its anti-bribery and corruption policy.

Box 3.4 / Suggestions for the content of an anti-bribery and corruption policy

- Link the policy to the organisation's statement of values.
- Acknowledge the serious criminal and civil penalties that may be incurred and the reputational damage that may be done if the organisation is involved in bribery or corruption.
- Prohibit the giving of bribes or other improper payments or benefits to public officials;
- Prohibit the payment of secret commissions to those acting in an agency or fiduciary capacity.
- Include appropriate controls around political donations and offering or accepting gifts, entertainment or hospitality.
- Provide for the training of managers and employees likely to be exposed to bribery or corruption about how to recognise and deal with it.
- Require breaches of the policy to be reported to the appropriate person or body within the organisation.
- State that the policy will be periodically reviewed to check that it is operating effectively and whether any changes are required to the policy.