



TABCORP
CODE
OF
CONDUCT



To everyone at Tabcorp

Tabcorp aspires to be Australia's great gambling and entertainment company, delivering first class products and services with the highest level of integrity.

Tabcorp wishes to be respected by the communities in which we do business, the customers we serve and the shareholders who own our company.

For the company to earn and deserve that respect, Tabcorp's people, including Directors, Executives, Managers and other employees and contractors, must comply with the law and observe the highest standards of ethical behaviour in everything that we do at work.

Tabcorp's Board of Directors introduces this Code of Conduct (the "Code") so that all of Tabcorp's people understand the standards required of them in their daily work.

The Code is supported by a consistent set of policies, guidelines and procedures with which every Tabcorp employee must comply.

Tabcorp's Directors acknowledge that managers have special responsibilities to seek to inspire employees and to lead by example, always behaving consistently with Tabcorp's values.

Employees, too, are duty-bound to be honest and fair in all that they do at work. We expect employees to respect each other and our customers and shareholders. Employees should also respect the company, its property and its assets.

Every employee has a responsibility to ask questions and seek guidance, to report suspected breaches of the Code and the policies that underpin it, and to express any concerns they might have about complying with the Code.

Our overall message is simple - we must all work constantly to create and maintain our company as a workplace where integrity, honesty, teamwork, fairness and courtesy are the norm.

We urge each employee to read the Code and use it as a guide for each of us to set our own high standards for behaviour and make Tabcorp an even better place to work.



Michael Robinson
Chairman



CODE PRINCIPLES

OVERVIEW

The Code of Conduct sets the ethical framework within which all Tabcorp employees are required to work. The Code sets broad guidelines and does not cover every situation that might arise. The Code complements Tabcorp's Policies, Guidelines and Procedures. If there is any inconsistency between this Code and Tabcorp Policies, the Code prevails.

Compliance with the Code (and the documents which underpin it) is a requirement of employment for everyone at Tabcorp.

Everyone at Tabcorp is expected to apply these standards in their everyday work. To be able to do so, you need to read and understand the Code and the Policies, Guidelines and Procedures.

These documents are available on the Group intranet, **eon** and in printed form from your Manager, from your Human Resources Representative, or from your Division's Compliance Manager.

If you do not understand anything in these documents, you should ask your manager for an explanation.



TABCORP VALUES

As an absolute minimum, employees at Tabcorp must obey the law and are duty-bound to be honest and fair in all that they do at work. Employees must respect each other and our customers and shareholders. Employees should also respect the company, its property and its assets.

More than that, Tabcorp is a values-driven company and insists that people go beyond just complying with laws and regulations and basic standards of personal conduct.

By understanding and living Tabcorp's values, we aim to create a company where we can all be proud of everything we do.

As an employee, Tabcorp will strive to:

- provide you with the opportunity to achieve and advance through your hard work and enthusiasm;
- give you the chance to learn, grow and develop in your career in a company engaged in national and international business activities;
- reward you for your contribution and recognise the efforts you make above and beyond the basic requirements of your role;
- maintain a safe, healthy, fair and respectful workplace, and
- create an enjoyable work environment in doing our best for our customers.

Tabcorp expects you to:

- give the company your loyalty and your best efforts;
- be passionate about the work you do;
- stand up for the company and your colleagues outside work;
- show respect, trust and care for the company, your colleagues and our customers; and
- work consistently with Tabcorp's values, always understanding how your behaviour can make a positive difference to the way we work at Tabcorp.

Tabcorp's five values of Integrity, Teamwork, Innovation, Performance and Customer Needs, guide the behaviour expected of everyone at Tabcorp.



TABCORP PEOPLE DEMONSTRATE INTEGRITY IN THE FOLLOWING WAYS:

- We behave honestly, ethically and fairly;
- We do what we say we will do;
- We accept responsibility for our actions;
- We communicate openly and honestly;
- We promote the responsible use of our products and services by our customers;
- We treat others with respect;
- We build relationships with agents and suppliers based on trust; and
- We encourage equal opportunities at work.

WORKING IN TEAMS, TABCORP PEOPLE:

- Inspire each other with a passionate vision;
- Take direction from their leaders;
- Collaborate energetically to achieve agreed goals and objectives;
- Willingly share skills and knowledge;
- Are sensitive to the needs of others; and
- Respect other points of view.

As well, Tabcorp people put the needs of our customers at the centre of everything we do, always thinking of and delivering new ways to bring excitement to our customers' lives.

TABCORP WILL ACHIEVE AND MAINTAIN MARKET LEADERSHIP THROUGH INNOVATION, WHICH IS ABOUT TABCORP PEOPLE GENERATING IDEAS TO ENSURE WE GIVE CUSTOMERS WHAT THEY WILL WANT. WE:

- Challenge established practices;
- Encourage creativity;
- Relentlessly seek new trends and best practice;
- Actively share and evaluate new ideas and suggestions; then
- Adopt the best ideas and make them happen.

ACKNOWLEDGING THAT DOING IT RIGHT FOR OUR CUSTOMERS IS OUR ULTIMATE GOAL, TABCORP PEOPLE ALWAYS STRIVE TO PERFORM TO THE BEST OF THEIR ABILITIES BY:

- Taking responsibility for achieving what we set out to achieve;
- Continuously improving the ways we do things;
- Identifying solutions to problems;
- Exceeding performance targets; and
- Keeping managers informed of progress.

TABCORP PEOPLE HAVE UNRIVALLED INSIGHT INTO OUR CUSTOMERS' NEEDS AND ALWAYS STRIVE TO DELIVER THEM EXCITING EXPERIENCES BY:

- Anticipating customer needs and desires;
- Actively listening to customers and seeking their feedback;
- Taking customer knowledge back to the business;
- Seeking always to improve our products and services; and
- In all contact with customers being polite, courteous and attentive.

THERE IS ROOM AT TABCORP ONLY FOR PEOPLE WHO WISH TO WORK TO THESE STANDARDS.



PUTTING THE CODE INTO ACTION

THE WORK ENVIRONMENT

WORK COLLEAGUES

Tabcorp wishes to provide a challenging, enjoyable and positive workplace where employees can achieve their full potential and make a difference.

To create this sort of workplace, employees need to behave with politeness and courtesy and treat their work colleagues fairly, and with dignity, respect and consideration, in an environment free from harassment.

In particular, this means not using indecent, offensive or abusive language and never threatening or engaging in violent behaviour such as fighting or assault.

While loyalty to colleagues is admirable and desirable, in cases where colleagues might be involved in misconduct, employees need to consider overriding issues of principle and integrity. In such cases, Tabcorp expects that you will co-operate in any Tabcorp investigation and provide relevant information to management and authorised external parties.

EQUAL EMPLOYMENT OPPORTUNITY AND DISCRIMINATION

Tabcorp values the diversity of its workforce and strives to provide a work environment in which everyone is treated fairly and with respect.

Tabcorp's employment and management policies and practices treat and evaluate employees only according to the results they achieve and on the basis of their job-related skills, qualifications, abilities and aptitudes.

Tabcorp aims to provide a workplace where policies, procedures, work conditions and practices do not directly or indirectly discriminate against employees as individuals or groups.

You are entitled to be treated fairly and to be selected and promoted free from discrimination on the grounds of factors that are irrelevant to or do not affect your work performance.

Individual employees also have a responsibility to comply with anti-discrimination laws and not to treat people unfairly on the basis of factors that are not relevant to the way they work or the standard of their work performance.



For a list of discriminatory factors that are irrelevant to work performance and prohibited by law, see the Tabcorp Equal Employment Opportunity Policy.

HARASSMENT OR BULLYING

You have the right to do your work without being harassed or bullied. At the same time, you and all your colleagues need to maintain acceptable standards of behaviour both at work and off duty (including at third party functions).

Tabcorp does not tolerate sexual or other forms of harassment that are likely to humiliate, offend or intimidate another person.

Sexual harassment is an unwelcome sexual advance, an unwelcome request for sexual favours or other unwelcome conduct of a sexual nature that offends, humiliates or intimidates a person, where a reasonable person would anticipate that reaction in all the circumstances.

Other forms of harassment may be based on personal characteristics, race or other discriminatory factors.

Tabcorp also does not tolerate bullying, which is any repeated behaviour directed towards another person or group of people, that could reasonably cause them to feel victimised, intimidated, humiliated, undermined or threatened, in all the circumstances.



See: [Tabcorp Workplace Harassment Policy](#)



GRIEVANCES

Tabcorp strives to achieve a safe, positive and productive environment, and encourages employees to resolve grievances co-operatively, making the interests of customers, continuity of excellent service, stability, fairness and equity the priorities.

A grievance is a work related concern, problem or dissatisfaction. It may be about an incident, situation or decision that the team member believes affects work performance or the work environment.

Tabcorp regards the raising and settling of grievances as an important part of a culture of continuous improvement.

When grievances cannot be settled co-operatively, Tabcorp uses a confidential, stepped-approach process aimed at resolving issues as soon as possible, starting at the lowest possible level of management.



See: [Tabcorp Grievance Policy](#)

ENVIRONMENT

Tabcorp aims to minimise the impact of its business activities on the environment through responsible environmental practices and compliance with environmental laws and regulations.

At work, employees need to consider how they and their colleagues can minimise their impact on the environment. The company encourages you to use water responsibly, and to use Company resources properly to recycle appropriate materials, dispose of waste and to use any necessary chemicals in an environmentally appropriate way.

PRIVACY

Tabcorp respects and protects the privacy of its employees and customers, and only collects personal information if it is necessary and it is ethical and lawful to do so. We restrict access to employees' sensitive information and will only release it with the employee's consent, unless otherwise required by law.

If your work means you have access to personal information about colleagues or customers, you must protect the privacy of that information.



See: [Tabcorp Privacy Policy and Privacy Statement](#)

POLITICAL AND OTHER ACTIVITIES

Employees are free to be involved outside working hours in any lawful political, community or social activities in their personal capacity.



WORKPLACE HEALTH AND SAFETY

Tabcorp seeks to provide a healthy and safe working environment and identifies, assesses and controls workplace health and safety issues.

As an employee it is also your responsibility to take reasonable care of yourself and colleagues at work, and to comply with Tabcorp workplace health and safety policies and practices.

If you manage or control a workplace you must be vigilant in identifying and reporting hazards, reporting incidents and accidents and conducting safety inspections. You must also make sure that customers and contractors on site, as well as employees, are not exposed to health or safety risks.



See: [Tabcorp Occupational Health and Safety Policy](#)

ALCOHOL, DRUGS AND TOBACCO USE

Tabcorp seeks to provide a safe, healthy and smoke-free environment and smoking is prohibited in Tabcorp premises, except in designated smoking areas, and in company vehicles.

Employees who are intoxicated by alcohol or affected by illegal drug taking create significant risks for all of us at work because their performance and behaviour is likely to be negatively affected. They are likely to be a safety risk to themselves, other employees and customers.

No employee may work on Tabcorp premises while under the influence of alcohol or drugs. You must not attend work drunk or drug-affected or travel to and from work when drunk or drug-affected.

If you are involved in serving food and beverages to customers at work, you must do so in accordance with principles of responsible service of alcohol, and in compliance with applicable State codes and guidelines. It is against the law to serve alcohol to anyone who is intoxicated or is under age.

You may drink alcohol at Tabcorp work functions or on Tabcorp premises when managers have approved the serving of alcohol and the alcohol is served responsibly. If you choose to drink alcohol at work, you must take responsibility for your own behaviour.

Using, possessing or dealing in illegal drugs is strictly prohibited on Tabcorp premises. Tabcorp will work with law enforcement agencies to enforce this if necessary. If you are found with illegal drugs on Tabcorp premises, you will face serious consequences, one of which may be summary dismissal.

If you are having trouble with illegal drugs, you might want to use the counselling and/or other services provided through Tabcorp's Employee Assistance Program.

If you are taking prescription medications or non-prescription drugs that you consider might affect your work performance, you must immediately advise your Manager or HR representative, who will ensure that such information is treated in confidence.



See: [Tabcorp Alcohol and Drugs Policy](#)
See: [Employee Assistance Program](#)



GAMBLING

For Tabcorp to maintain its reputation for probity and integrity in delivering gambling products and services, it is vital that no-one who works at Tabcorp should be able to gain an unfair advantage in using our gambling products and services, or be perceived as being able to gain an unfair advantage in doing so.

Tabcorp expects employees to behave ethically at all times. The company reinforces this by imposing strict rules in our Gambling Policy that define when and where Tabcorp employees can gamble. The policy applies to different categories of employees in different ways, so it is vital that all Tabcorp employees make themselves familiar with the restrictions that apply to them.

If you are involved in providing gambling services or products to Tabcorp customers, you must do so responsibly and in keeping with the Tabcorp Responsible Gambling Code of Practice and all relevant laws and regulations.

If you gamble in your own free time, you are expected to do so responsibly to avoid harming yourself, your family and friends, and Tabcorp. If you have a problem with your gambling, you should contact the appropriate 'problem gambling' counselling and support service in the State where you work. You might also wish to use the counselling services provided through Tabcorp's Employee Assistance Program.



See: Tabcorp Gambling Policy
See: Employee Assistance Program

COACHING, COUNSELLING AND DISCIPLINARY PROCESS

Tabcorp aims to provide a safe, positive and productive environment for every team member and customer. Promptly, constructively and fairly recognising, addressing, and correcting inappropriate behaviour or performance by employees helps achieves this.

Team members at Tabcorp expect that inappropriate performance or behaviour by others should be addressed in a timely way.

Every team member has a responsibility to be aware of the requirements of their job and their role as a Tabcorp team member. Information on these expectations is available from supervisors and managers, in the appropriate position description, and can be found in departmental procedure manuals and workplace policies. When the performance or behaviour of a team member falls short of these expectations, action may be taken to address the situation.

Tabcorp promotes the use of a supportive approach when attempting to resolve behaviour or performance difficulties. Coaching & Counselling is a way to identify the causes of these difficulties and helps to ensure balance and objectivity in developing a resolution.

Disciplinary action may be appropriate as a corrective response to substandard or unacceptable performance, and commonly involves a sequence of coaching and counselling, verbal warning, written warning(s) and dismissal. Depending on the circumstances of the unacceptable performance, the disciplinary process may be commenced at any one of these stages, and some or all of these stages may be followed (or not) at your manager's discretion. In cases of serious misconduct, employees may be summarily dismissed resulting in the immediate termination of their employment with Tabcorp.



See: Tabcorp Disciplinary Policy



THE LAW

COMPLYING WITH THE LAW

Employees must comply with the laws concerning Tabcorp's business in relation to their work duties. You are required to comply with both the 'letter of the law' (a strict and literal interpretation) and with the 'spirit of the law' (the reason for the law and its clear purpose).

You will be held personally accountable if you break the law while working for Tabcorp (or otherwise).

It is important that you understand the laws that apply to your work. Some laws affect everyone, (e.g. privacy laws, and workplace health and safety laws) while others might only affect employees in particular roles (such as laws about gambling licences and competitive business practice).

All employees need to work actively to prevent or stop illegal or undesirable behaviour to ensure Tabcorp is kept free from criminal influence or exploitation.

The laws that govern Tabcorp activities can be complex, so if you are not sure about how the law applies to your work, you must ask questions and seek guidance from Managers as required.

If you are working overseas for Tabcorp, you also need to comply with the laws of the country you are working in.



See: Foreign Corrupt Practices Policy

Wherever you work at Tabcorp, if you observe serious misconduct or illegal activity at work, you must report it as soon as possible to your Manager, to the relevant investigations officer or to the Tabcorp Integrity Protection Service (TIPS)



See: 'Whistleblowers and Reporting Misconduct', below, p 16.

LICENCES

All employees who hold gaming industry licences must comply with the conditions of the licence. If you are a licensed employee, you need to be aware that what you do at work and outside work can affect your suitability and Tabcorp's suitability to continue to hold individual and company licences.

If you don't hold a licence, you must not perform job functions that require a licence.



See: Employee Licence Conditions



COMPETITION

Tabcorp competes vigorously, honestly and ethically at all times in the industry sectors in which we operate. Employees must conduct all Tabcorp business competitively, honestly and ethically. Tabcorp strictly prohibits behaviour that breaches competition laws in the countries in which we operate (e.g. the Trade Practices Act in Australia).

For example, as an employee of Tabcorp, you must not have agreements or understandings with competitors that restrict competition (such as exclusive supply or distribution arrangements), you must not attempt to misuse Tabcorp's market power to damage competitors, and you must not engage in misleading or deceptive conduct or collusive conduct (including understandings on prices, volumes and terms of sale).

CONFIDENTIALITY

Employees are required to protect and keep confidential all information relating to Tabcorp's business. This includes information about Tabcorp's customers and operations (such as customer data, player trip and play details, internal controls and procedures, and research materials) as well as information concerning Tabcorp's business, commercial arrangements and employees.

You must not disclose confidential information to anyone outside Tabcorp unless it is essential to do so in your work or required by law. In such a case, you must first discuss the proposed disclosure with your manager. You must never use confidential information for your personal benefit, for the benefit of a third party (regardless of whether you also would benefit), or to disadvantage Tabcorp.

These obligations of confidentiality apply while you work at Tabcorp and after you leave the company.



See: [Tabcorp Confidentiality Policy](#)

INFORMATION SYSTEMS

Tabcorp uses a range of information systems to conduct business including voice mail, telephones, facsimiles, internet, intranet and email.

As an employee, you are expected to use these information systems consistently with the standards of behaviour set out in this Code.

Among other things, this means you must not use Tabcorp information systems to bully or harass co-workers. You must not use Tabcorp systems to break the law.

You are expected to protect the information communicated via, or stored on, Tabcorp's information systems, and to safeguard the hardware, software and all data against damage, loss, theft, alteration and unauthorised access.

Tabcorp's information systems are company resources and the company reserves the right to monitor your use of these systems at any time. The company carries out monitoring regularly.

Transmitting or accessing offensive material is prohibited on Tabcorp information systems in any form.

You are allowed to make reasonable personal use of internet, intranet and email as long as this personal use does not interfere with your work or with Tabcorp's business.



See: [Tabcorp Acceptable Use Policy](#)



INSIDER TRADING

Tabcorp is a public company. Our shares are listed on the Australian Stock Exchange, which sets strict rules for the way shares in public companies are traded.

Australia has strengthened its determination to make its markets fairer for investors. Stronger insider trading laws, improved surveillance of suspect trading by the Australian Stock Exchange (ASX) and active enforcement by ASIC have all contributed to a market of increased integrity. Tabcorp is a prominent and successful publicly listed company on the ASX. It is in the interests of the majority of our shareholders that people in possession of confidential price sensitive information about Tabcorp do not gain an unfair advantage by trading on that information. Our Share Trading Policy therefore sets guidelines for directors and employees who wish to trade in Tabcorp's shares.

In addition to constituting a breach of Tabcorp's Share Trading Policy and this Code, it can be a criminal offence for employees to trade Tabcorp's shares on the basis of material (price sensitive) information they know about the Company, which is not publicly available. Employees can also be prosecuted if they arrange for someone else to deal in Tabcorp's shares, or pass confidential information to someone they know so they can trade Tabcorp's shares. This is commonly referred to as 'insider trading'.

You must not use inside information or pass on inside information to any third party to gain an unfair advantage for yourself or anyone else, for example, by buying or selling shares.

Laws against insider trading in Australia and other countries impose strict penalties for breaches – including heavy fines and imprisonment.



See: [Tabcorp Share Trading Policy](#)

COMPANY RESOURCES

Tabcorp resources include money, property, equipment and other company resources (including information).

You may use Tabcorp resources only for authorised business purposes and never for your own or anyone else's personal benefit.

Also, you are responsible for safeguarding Tabcorp resources under your control. You are expected to take reasonable precautions to make sure no-one steals, damages or misuses Tabcorp resources under your control. You may only use your ID, access cards and system passwords for authorised purposes.

If you are responsible for keeping company records and reports, you must make sure they are kept accurately and in accordance with the law. For some employees this will include complying with accounting rules and controls, reporting expenditures accurately and on time, and being able to provide proper evidence as required.

The same requirements apply to all non-financial records, including employee files, leave records, time sheets, workers' compensation and environmental documentation.



DEALING WITH OTHERS

DEALING WITH STAKEHOLDERS

Stakeholders include everyone with an interest or “stake” in what Tabcorp does. They include our shareholders, customers, suppliers, communities, regulators, government agencies and competitors, as well as our employees.

In all your dealings with stakeholders, you need to be aware that people outside Tabcorp often judge the company by the behaviour of its people. News media are constantly alert for examples of bad behaviour. Inappropriate incidents might be reported in the media or become public in other ways.

This is another reason why you need to maintain the highest standards of behaviour in all your dealings with stakeholders. You should be professional, courteous and efficient at all times and always aim to protect Tabcorp’s good reputation.

If someone makes a complaint to Tabcorp, and you are responsible for dealing with it, then you need to handle the complaint with a positive and courteous attitude and with a determination to find a satisfactory resolution.

GIFTS

Tabcorp’s business decisions need to be made ethically, transparently and at arm’s length – both in Australia and in overseas countries. Therefore employees need to exercise the utmost care when giving or accepting any gifts (such as cash or other benefits) as this behaviour may create a sense of obligation to, or conflict of interest with, that person or organisation.

All employees are prohibited from soliciting any gifts (such as cash or other benefits).

The circumstances in which employees may accept gifts are detailed in Tabcorp’s Tips and Gifts Policy.

The fundamental principle is that you should not do anything that is against the law or which might create an obligation or a real or perceived conflict of interest.



See: Tabcorp Tips and Gifts Policy
See: Tabcorp Conflict of Interest Policy

FINANCIAL INDUCEMENTS AND BRIBES

Tabcorp recognises that when carrying out business in overseas countries, cultural and behavioural expectations are different, and employees may come under pressure to give a gift, cash or other benefit. Nonetheless, Tabcorp prohibits this.

You may never provide, offer or promise, either directly or through an intermediary, a financial inducement or bribe. Tabcorp will report any actual or intended bribery or corruption to the appropriate law enforcement agencies.

An exception under the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions is a facilitation payment where the conduct is legal in the country concerned and the payment is of a minor nature made for the sole or dominant purpose of expediting or securing the performance of a “routine government action of a minor nature”. Prior approval from the Chief Financial Officer or the Executive General Manager Corporate and Legal is necessary before any such payment can be made.



See: Tabcorp Foreign Corrupt Practices Policy



MEDIA

Tabcorp always strives to make sure its public communications are fair, accurate, clear and consistent. To help us achieve this, Tabcorp permits only authorised Tabcorp employees or certain authorised external consultants to speak to the media, provide information to the media or make public comments on Tabcorp or gambling or hospitality industry matters.

If speaking to the media is not explicitly part of your job, you need to refer media requests for comment or information to the Media Relations Manager in your Division or to the General Manager, Corporate Affairs.



See: [Tabcorp Speaking to the Media Policy](#)

COMMUNITY INVOLVEMENT AND SPONSORSHIPS

Tabcorp encourages employees to be involved in their communities and recognises the outstanding efforts of employees who support local community organisations through the Shine Community Connections Awards and the Tabcorp Workplace Giving Program.

Often, employees who are passionate about the community groups and activities they support consider seeking Tabcorp sponsorship for their preferred cause.

Tabcorp strives to provide a coordinated program of support for the communities in which we do business. Employees need to refer all requests for community support and sponsorship to the Divisional General Manager Human Resources who will assess the opportunity against current community commitments and future strategies.

CONFLICT OF INTEREST

As an employee, your primary duty is to Tabcorp. You must make sure that your behaviour at work is transparent and based on what is best for Tabcorp.

This means you must always avoid having a real or perceived conflict of interest. (A conflict of interest exists when your personal or private interests - or those of your family or friends - conflict with Tabcorp's business interests or the interests of its customers.)

You are not allowed to engage in activities or businesses that involve or could look like they involve a conflict of interest with Tabcorp or its customers.

It is your responsibility to tell your Manager about anything that could involve a conflict of interest. You should be particularly aware of the potential for conflict in areas like purchasing, engagement of consultants or contractors, sales and marketing, and the giving and receiving of gifts, prizes and hospitality.



See: [Tabcorp Conflict of Interest Policy](#)



EXTERNAL EMPLOYMENT

Tabcorp expects you to devote your work efforts to the company. You may only take on additional work outside Tabcorp if there is no conflict of interest in doing so and if the Divisional General Manager of Human Resources and your own manager approve it in writing.

Under no circumstances may you take on external work for a competitor or any additional work which may harm Tabcorp's reputation or its ability to hold its required licences, or which negatively affects your performance or attendance at work at Tabcorp.



See: Refer to your Letter of Offer / Employment

OVERSEAS BUSINESS

If you are working for Tabcorp in a country outside Australia, you must also fully respect and comply with that country's laws.

In some cases, certain conduct may be legal overseas but could be illegal under Australian laws. In these cases, as far as possible you must comply with both the Australian law and the law of the country concerned.

You need to be fully aware of these legal requirements and if you are not sure, you should ask your Manager or contact the relevant member of the Legal and Regulatory team in your Division.



See: Tabcorp Foreign Corrupt Practices Policy



WHISTLEBLOWERS AND REPORTING MISCONDUCT

Tabcorp seeks to achieve a culture of honesty and integrity in everything we do. The company acknowledges the role of whistleblowers in helping to disclose misconduct which could threaten the company's integrity.

Whistleblowers are people, usually employees, who disclose criminal behaviour or serious misconduct (such as serious breaches of this Code and associated policies).

Tabcorp seeks to protect whistleblowers against recrimination and acknowledges the importance of providing protection under the law where possible so that employees feel able to report crimes and serious misconduct.

To facilitate this, Tabcorp has established the Tabcorp Integrity Protection Service (TIPS), an independent, anonymous crime and misconduct reporting service delivered by Deloitte.

Employees may use TIPS at any time to disclose suspected serious misconduct or criminal activity.

If you know of a colleague doing the wrong thing, you should report it as soon as you can.

Occasionally you might observe someone at work doing something that is wrong but which may not appear to amount to serious misconduct or criminal activity. When you are trying to decide if you should report this behaviour, you should use common sense and your own sense of what is right and wrong. You might also think about how the behaviour you are concerned about would appear to other people inside and outside Tabcorp.

If you decide to report an incident or misconduct, Tabcorp encourages you first to raise the issue with your manager or supervisor. If the matter is too sensitive or if it is the conduct of your supervisor that you are concerned about, then speak to your supervisor's manager, your HR Representative or your Division's Compliance Manager.

In the case of serious misconduct or illegal or criminal activity, you may wish to use Tabcorp's confidential, independently administered Whistleblower Service, the Tabcorp Integrity Protection Service (TIPS).

To make a report to TIPS:

EMAIL

tips@deloitte.com.au

WEBSITE

www.tips.deloitte.com.au

POST

Tabcorp Integrity Protection Service

Reply Paid 12628

A'Beckett Street

VIC Australia 8006

TELEPHONE

1800 648 331

a free call within Australia

or

International Access Number

+800 0064 8331

a free call from countries outside Australia

FAX

+61 3 9691 8182

Information provided to TIPS is treated in strict confidence unless the law or a regulatory authority requires it to be disclosed.

If you act in good faith making a report, even if you breach Tabcorp confidentiality rules in doing so, the company will not act against you.

However, the company will take appropriate disciplinary action if you intentionally make a false or misleading report.



See: Tabcorp Whistleblower Policy
See: Tabcorp Integrity Protection Service (TIPS)



CONSEQUENCES OF NON-COMPLIANCE

Compliance with this Code and Tabcorp's Policies and Procedures is required as part of your employment with Tabcorp. Each employee is responsible for reading and understanding these documents.

Tabcorp may take appropriate disciplinary action for any non-compliance with the Code and associated policies, up to and including termination of employment, civil action or referral to law enforcement agencies.



See: Tabcorp Disciplinary Policy

CODE ADMINISTRATION

FOR MORE INFORMATION

For more information, refer to Tabcorp Policies and Procedures on the Tabcorp intranet, **eon**, or as included in Tabcorp's Policy Manual, which is maintained by the Human Resources Department.

The Tabcorp Policies and Procedures are available

- on the Tabcorp intranet (**eon**)
- as displayed at each Tabcorp workplace and via employee kiosks, or
- by asking your manager or Human Resources representative.

As the Tabcorp Policies and Procedures may change from time to time, employees are responsible for making themselves familiar with any updates.

RESPONSIBILITY

The corporate Human Resources function is responsible for implementing the Code and for ensuring that the Code is regularly monitored and reviewed.

HR will work closely with line management and the Compliance and Legal and Regulatory Affairs functions to ensure the Code is periodically updated as required.

Business management and operational HR teams will conduct training and education about the Code as necessary.

