



australia

Anti-Bribery and Corruption Policy

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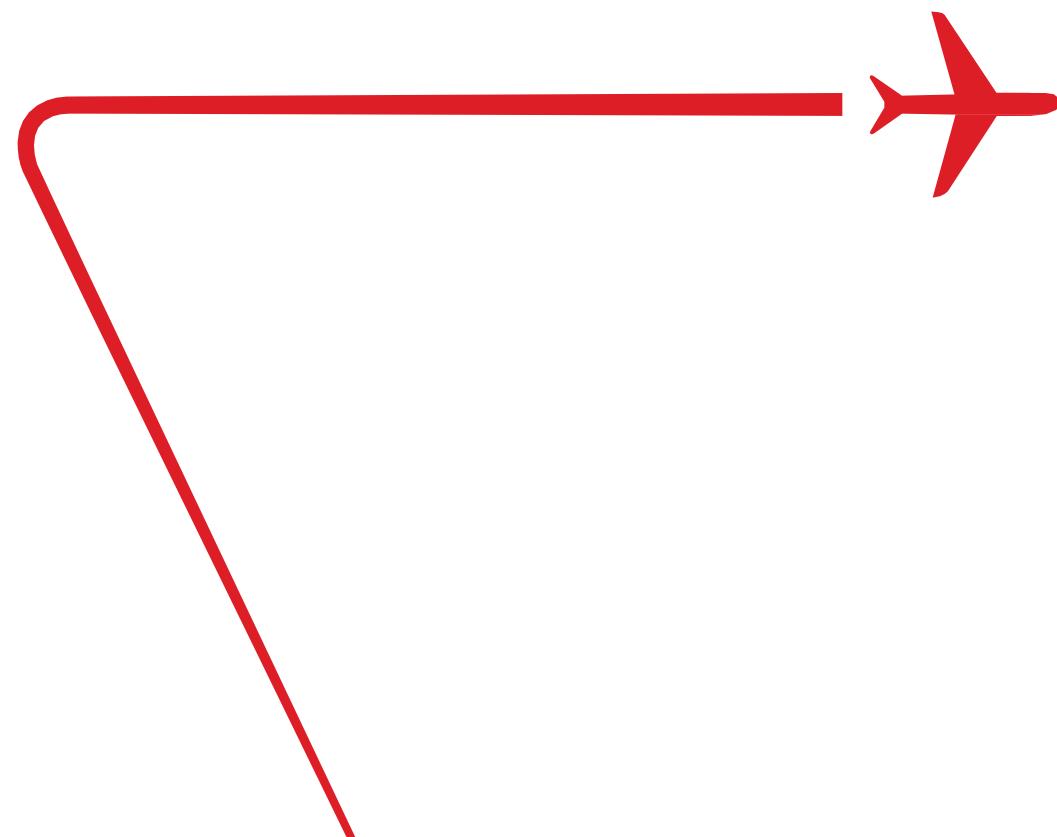
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ANTI-BRIBERY AND CORRUPTION POLICY

1. Purpose

Virgin Australia does not engage in or tolerate bribery or corruption in any form on any scale.

Virgin Australia is committed to preventing bribery and corruption and to fostering a robust culture of integrity. The purpose of this Policy is to provide clear guidance for compliance with all applicable anti-bribery and anti-corruption laws and for the reporting of any suspected violations.



ANTI-BRIBERY AND CORRUPTION POLICY

2. Who does this Policy apply to?

This Policy applies to Virgin Australia Holdings Pty Ltd, Virgin Australia International Holdings Ltd and each of their respective subsidiaries. This Policy uses the term “Virgin Australia” to describe all of these entities unless otherwise indicated.

All Virgin Australia employees, officers, directors, contractors, consultants, agents or other person or entity who performs services for or on behalf of Virgin (**Team Members**) must comply with this Policy, as amended from time to time.

This Policy is to be applied in conjunction with the Virgin Australia Code of Conduct, Gifts and Entertainment Policy, Conflicts of Interest Policy, and the Political Contributions and Engagement Policy.

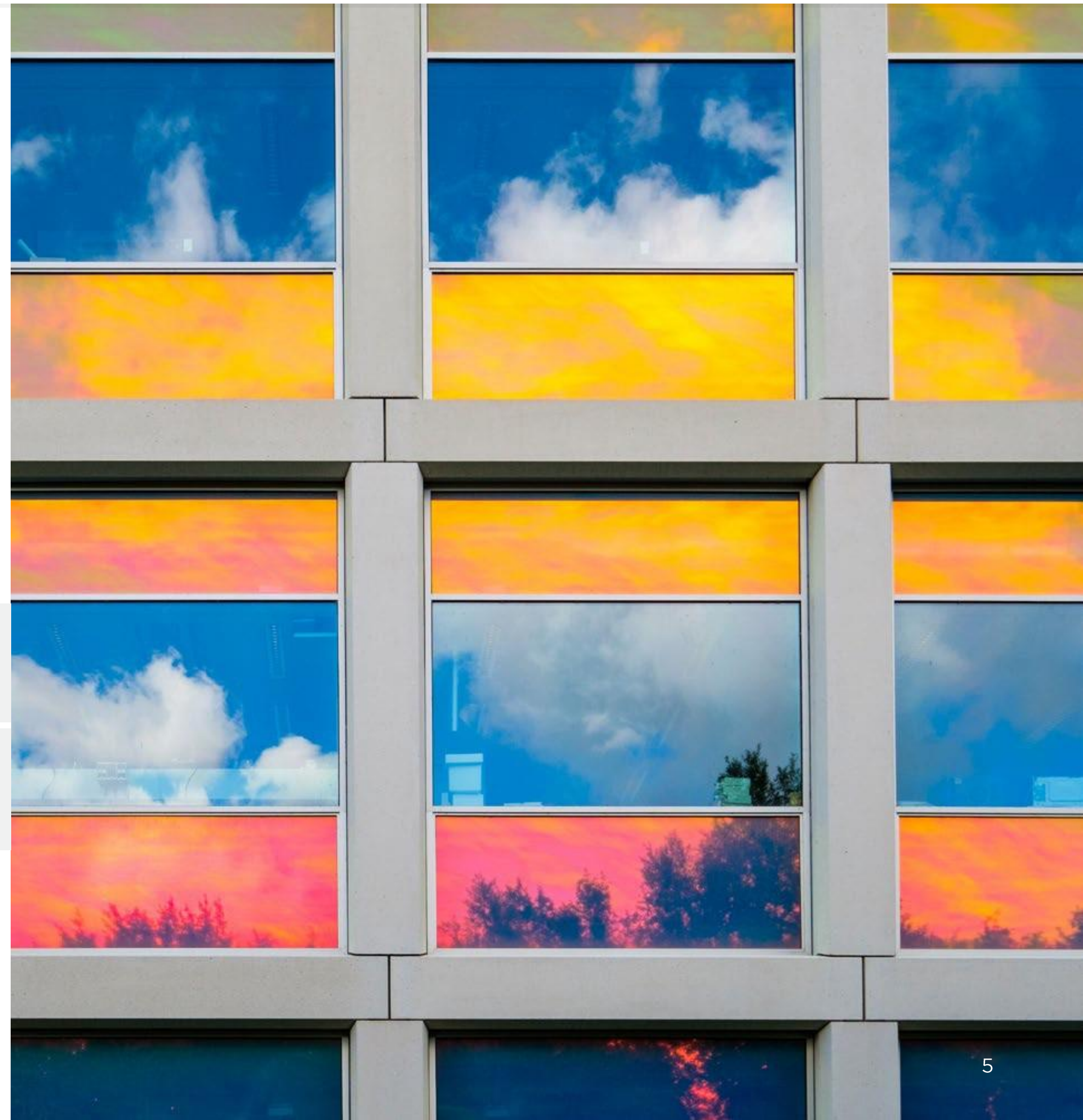
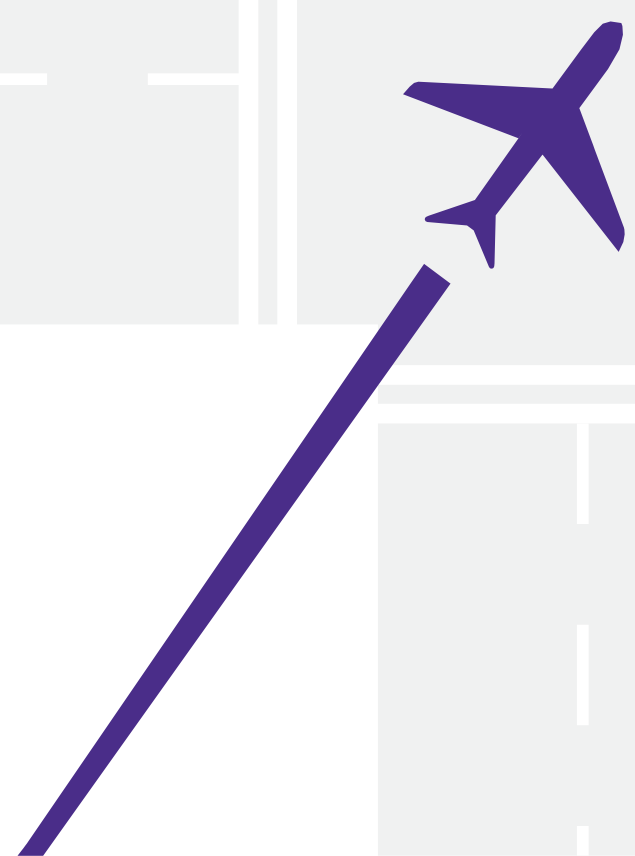


ANTI-BRIBERY AND CORRUPTION POLICY

3. Approach

Bribery and corruption (including facilitation payments and fraud) are prohibited. You must not engage in any acts of bribery or corruption, either directly or indirectly through a third party.

Even a suggestion of corruption on our behalf can seriously affect our reputation and our ability to do business.



ANTI-BRIBERY AND CORRUPTION POLICY

4. What you need to know

The following types of conduct are not permitted under this Policy:

BRIBERY

is offering, giving, promising, authorising, soliciting, accepting or agreeing to accept anything of value (financial or non-financial) to a government official or any other person, directly or indirectly through a third party, to improperly influence a person, reward or induce a person to act improperly, or to obtain or retain any business or personal advantage.

CORRUPTION

is the abuse of entrusted power for personal gain, or for any other improper purpose. Bribery and fraud are considered corrupt practices.

FACILITATION PAYMENTS

(also known as expedition fees) are a type of bribe. They are usually defined as payments of a minor value made to expedite or facilitate the performance by a government official of a routine governmental action. Facilitation payments, whether legal or not in a country, are prohibited under this Policy.

You must immediately notify the Head of Ethics and Compliance if you identify a facilitation payment request, or the suspicion of a facilitation payment.

FRAUD

involves all situations where a person dishonestly or deceptively makes a false representation, wrongfully fails to disclose information, or abuses a position of trust with intent to make a gain or cause a loss or to expose a person, Virgin Australia or other entities to a risk of loss. Examples of fraud include, but are not limited to:

- manipulating, falsifying or altering information; and
- theft or unauthorised use of Virgin Australia assets.



ANTI-BRIBERY AND CORRUPTION POLICY

5. What you need to watch out for

No Team Member should ever – directly or indirectly through a third party - offer, give, promise, or receive anything of value to influence, or appear to influence, any business decision.

We have developed specific guidelines and processes for managing Anti-Bribery and Corruption risk in our business. You may need approval if you are proposing to undertake any of the following:

GIVING OR RECEIVING GIFTS AND ENTERTAINMENT OR ANY OTHER THING OF VALUE

Refer to the Gifts and Entertainment Policy and the Virgin Australia Conflicts of Interest Policy which set out the procedures and requirements you must follow.

MAKE A POLITICAL CONTRIBUTION

Refer to the Political Contributions and Engagement Policy which set out the procedures and requirements you must follow.

DONATING TO CHARITIES, COMMUNITY CONTRIBUTIONS AND SPONSORSHIPS

Refer to the Virgin Australia Conflicts of Interest Policy which sets out the procedures and requirements you must follow. Any requests to provide sponsorships and prizes should be directed to the Sponsorships and Partnerships Committee for consideration.

OUR SUPPLIERS, AGENTS, SERVICE PROVIDERS OR OTHER BUSINESS PARTNERS (THIRD PARTIES) CAN EXPOSE US TO BRIBERY AND CORRUPTION RISKS AND LIABILITY

Team Members who manage our third parties should ensure that:

1. third parties conduct business ethically and comply with applicable laws;
2. third party engagements are for legitimate services or goods; and
3. invoices received accurately describe the work performed and are accompanied by appropriate supporting documentation.

In general, you should seek to obtain risk-based contractual protections related to anti-bribery, sanctions and anti-money laundering/counter terrorism financing compliance in agreements with third parties. You can find example drafting of these provisions in our [Supplier Commitments](#). You should consult with the Legal Team before entering into a contract where the prospective counterparty resists inclusion of such provisions.

Certain third parties may require review by the Ethics and Compliance team during on-boarding and at other points during our relationship. The Ethics and Compliance team must review any proposed engagement with a third party that will be interacting with government officials on our behalf. See section 6 for examples of warning signs that Team Members should be aware of when retaining and managing third party relationships.

Keep in mind that the laws around bribery of government officials are especially strict. Make sure to follow our policies and never offer anything that could give the appearance of something improper.



WHAT DO WE MEAN BY ANYTHING OF VALUE?

Improper gifts, entertainment, cash, travel, accommodation, gratuities, favours, donations, sponsorship, inflated tenders, or any other inappropriate transfer of value.

ANTI-BRIBERY AND CORRUPTION POLICY

5. What you need to watch out for (cont'd)

ALWAYS

- ✓ **Be aware of your responsibilities** and always adhere to Virgin Australia policies and procedures.
- ✓ **Lead by example** by being transparent in your attitude against corrupt, fraudulent or unethical conduct or practices.
- ✓ **Know who you're dealing with.** Undertake due diligence and ensure you regularly monitor suppliers, agents, service providers or other business partners and follow pre-approval requirements. Before engaging a third party that will be interacting with government officials on our behalf, contact the Ethics and Compliance team to evaluate whether we need to conduct additional due diligence and implement additional controls.
- ✓ **Keep accurate books and records** so that payments are honestly described, and Virgin Australia Group funds are not used for unlawful or improper purposes.
- ✓ Make sure that any gifts and entertainment you offer to third parties is reasonably appropriate, pre- approved and documented where required. Particular caution should be applied in any dealings with government officials, contact the Ethics and Compliance or Government Relations teams for guidance in these instances where required.
- ✓ **Appoint suppliers based on merit.** Don't make hiring decisions that inappropriately benefit a third party.
- ✓ Make sure any requests for charitable contributions, donations, sponsorships and prizes in support of legitimate causes are pre-approved and documented where required and directed to the Sponsorships and Partnerships Committee for consideration.
- ✓ **Report suspicious activity** without delay and without feeling apprehensive about doing so. Make sure you co-operate fully with assessment and management of corruption incidents.
- ✓ **Ask for help** if you're not sure about what you're required to do.

NEVER

- ✗ Offer, give, promise, authorise, solicit, accept or agree to accept, directly or indirectly, any **bribe, facilitation payment, secret commission** (i.e. disguised agent fees) or other form of improper payment (however small) or otherwise breach relevant anti-corruption laws.
- ✗ Offer, give, promise, authorise, solicit, accept or agree to accept **anything of value** (including gifts or entertainment) that may be perceived as bribery or corruption, favouritism, discrimination, collusion or similarly unacceptable practices or is otherwise contrary to our Code of Conduct, Gifts and Entertainment Policy, or Conflicts of Interest Policy.
- ✗ Work with **suppliers, service providers or other business partners** whose ethical standards are incompatible with this Policy.
- ✗ Contribute Virgin Australia funds or other assets for **political purposes** without obtaining prior approval from the [Government Relations Team](#) or otherwise in a manner contrary to the Political Contributions and Engagement Policy.
- ✗ Otherwise cause or authorise any of the above conduct or any other conduct that is **inconsistent with this Policy**, or any anti-corruption laws.

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6. Third Party Warning Signs

When retaining and overseeing third parties, Team Members must remain vigilant of potential warning signs that should alert us that there is a high possibility of improper conduct by a third party. A warning sign does not mean that something illegal has happened, but rather that further investigation is necessary. We rely on our Team Members to be observant and thoughtful regarding potential warning signs. Warning signs are highly fact-dependent, but some examples are:

- Unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, ill-defined or last-minute payments, success fees, unusual commissions or mid-stream compensation payments;
- Requests for payments to an account in a country other than where the third party is located or is working on our behalf;
- Requests for payment to another third party, to a numbered account, or in cash or other untraceable funds;
- Requests for or suggestions to make political or charitable contributions;
- Any refusal or hesitancy by the third party to disclose its owners, partners or principals if requested;
- The third party uses holding companies or other methods to obscure its ownership without adequate business justification;
- The third party expresses a desire to keep his representation or the terms of his retention secret;
- The third party has little experience in the industry but claims to “know the right people”; and/or
- The Ethics and Compliance team must review any proposed engagement with a third party that will be interacting with government officials on our behalf.

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7. Speaking Up and Reporting

We take our commitment to anti-corruption compliance very seriously and expect all Team Members to share that commitment. As stated in the Code of Conduct, Team Members are expected to speak up if they see, hear, or learn of potentially inappropriate behaviour. That expectation applies to this Policy as well.

Improper payments can expose you and Virgin Australia to criminal prosecution. Always seek advice if you are uncertain. If you believe there has been a violation of this Policy or suspect any kind of breach, you must report it immediately. Always report if you:

- are approached, directly or indirectly, to be involved in activity relating to bribery or corruption; or
- suspect the existence of corrupt activity or bribery.

HOW DO I REPORT?

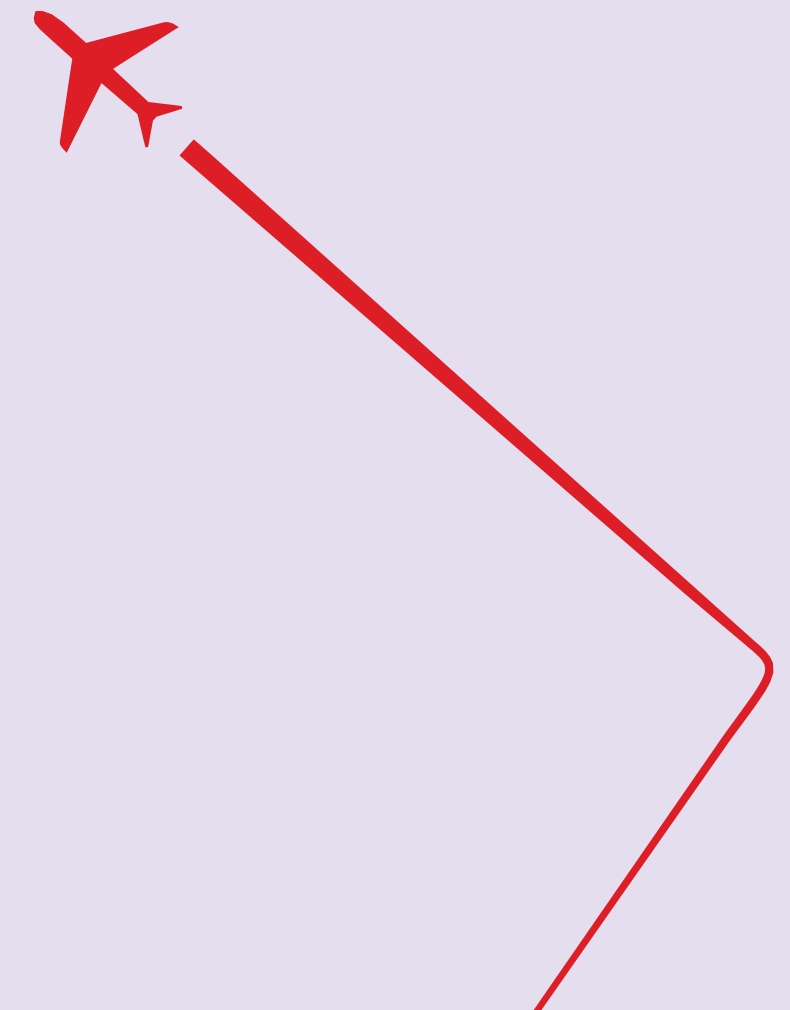
Our channels for reporting misconduct, unethical behaviour, breach, or suspected breach of the Code of Conduct, this Policy or any law or regulation applicable to Virgin Australia's business and activities include:

- your team leader;
- the People Team;
- the Ethics Hotline;
- Ethics and Compliance team.

Virgin Australia will not tolerate any form of discrimination, harassment or retaliation against any person who raises a concern or refused to participate in conduct that would violate the law or this Policy. All reports will be investigated and appropriately addressed. Virgin Australia will handle information about reports of a violation or concern in the strictest confidence. Consistent with Virgin Australia's Whistleblower Policy where appropriate.

PERSONAL SAFETY PAYMENTS

You will not be penalised for providing a payment or benefit in circumstances where you fear imminent physical injury to yourself or another person if the payment is not provided. If any payment or benefit is provided in these circumstances you must immediately report it to the Ethics and Compliance team.



Document details

VERSION 2

POLICY OWNER

Head of Ethics and Compliance

Chief Legal and Risk Officer

APPROVAL AUTHORITY

VAH and VAIH Boards

APPROVAL DATE

October 2022

REVISED DATE

October 2024

NEXT REVISION DATE

October 2026

REVIEW PERIOD

This Policy may be reviewed and amended from time to time and at least every two years.

CONSEQUENCES

Any breaches of anti-bribery and corruption laws is a serious offence. Breaches can result in civil and criminal penalties for Virgin Australia and you as an individual, as well as reputational damage.

It's each Team Member's responsibility to understand and comply with this Policy. Virgin Australia treats non-compliance seriously and resulting action could include suspension or termination of employment or engagement with Virgin Australia.

Material breaches of this Policy will be reported to the VAH and/or VAIH Boards or (a) committee(s) of those Boards.

GOVERNANCE, MONITORING AND REPORTING

The Head of Ethics and Compliance is responsible for oversight and implementation of this Policy, and for establishing reporting and compliance procedures designed to ensure that Virgin Australia's interests are appropriately protected.

Virgin Australia will undertake a bribery and other financial crime risk assessment periodically and if specific circumstances require, such as a material change to the company's geographic or business coverage.

Audit and other compliance monitoring measures will be applied from time to time to ensure that this Policy is being complied with.