



# Anti-Bribery and Corruption Policy

Approved by the Board

Version 8.0

ALL-POL-004

July 2025

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# ABOUT THIS POLICY

## POLICY STATEMENT

Playtech is committed to conducting its business in a lawful and ethical manner and takes a zero-tolerance approach to bribery and corruption. Playtech upholds all laws relevant to anti-bribery and corruption ('ABC') in the jurisdictions in which it conducts business, including the UK Bribery Act 2010, and is committed to acting professionally, fairly and with integrity in all its business relationships. This Policy is based predominantly on the rules and requirements set out in the UK Bribery Act 2010, but local laws may also apply and must be followed. Where local laws are not as strict as the terms of this Policy, this Policy shall take precedence (unless prohibited by local law).

The effective implementation of this ABC Policy and associated procedures will help to protect Playtech, its employees, shareholders, customers, and suppliers from the risks of bribery and corruption. It will also maintain confidence in Playtech and provide for continued, successful business operations.

## PURPOSE OF THIS POLICY

The purpose of this Policy is to set out Playtech's responsibilities and the responsibilities of those working for Playtech, in observing and upholding Playtech's position on bribery and corruption. Additionally, this Policy provides information and guidance to those working for Playtech on how to recognise and deal with bribery and corruption issues.

## APPLICATION OF THIS POLICY

This Policy applies to the Playtech group of companies, which means Playtech Plc, together with every subsidiary of Playtech Plc (collectively referred to as 'Playtech' in this Policy).

All persons working for, or on behalf of, Playtech in any capacity must comply with this Policy, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, and where appropriate, agents, contractors, external consultants, third-party representatives and business partners, sponsors, or any other persons associated with Playtech, wherever located (collectively referred to as 'Personnel' in this Policy).

Any breach of this Policy may result in disciplinary action for Playtech employees. Playtech may terminate its relationship with individuals or organisations working on its behalf if they breach this Policy. Moreover, this conduct may constitute a criminal offence which may result in prosecution. This Policy does not form part of any employee's contract of employment. Playtech may amend this Policy at any time. Exceptions to this Policy are not permitted.

## OVERSIGHT AND MONITORING OF THIS POLICY

Playtech's Board of Directors are responsible for approving this Policy. Playtech's Sustainability and Compliance Committee is responsible for ensuring that this Policy complies with Playtech's legal and ethical obligations and that all Personnel under Playtech's control comply with it.

Playtech's Chief Compliance Officer has primary and day-to-day responsibility for implementing this Policy, monitoring its use and effectiveness, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption. The Chief Compliance Officer may delegate to the compliance team where necessary.

Compliance will review this Policy on at least an annual basis.

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# 1 BRIBERY AND CORRUPTION

## 1.1 BRIBERY

Bribery is offering, promising, giving, requesting, agreeing to receive, or accepting a financial or other advantage (for example, money, gifts, loans, hospitality, services, discounts, the award of a contract or anything else of value), to induce a person to act improperly in the performance of their relevant function.

A person acts improperly where they act illegally, unethically, or contrary to the expectation of good faith or impartiality, or where they abuse a position of trust. Improper acts may be in relation to any business or **professional** activities, public functions, acts during employment, or other activities by, or on behalf of, any organisation of any kind.

When a person offers, promises, or gives a bribe, it is called 'active bribery' and when a person requests, receives, or accepts a bribe, it is called 'passive bribery.'

You should never refuse to make a facilitation payment if faced with a threat of, or fear of, violence or loss of life or liberty. The safety of our Personnel is our primary concern in all our operations. Where a facilitation payment is unavoidable and payment is made, you should report it to the Compliance team immediately, so that this can be properly documented.

## 1.2 TYPES OF BRIBERY

### 1.2.1 OFFERING A BRIBE

- **Scenario:** A Commercial Director offers a potential client ticket to a major sporting event during a tender process, on the basis that in return the client will award its business to Playtech instead of a competitor.
- **Offences:** The Commercial Director would commit an offence of bribing another person, as he/she offered an advantage with the intention of obtaining business for Playtech. If the client accepts the tickets intending to act improperly in return, he/she would also commit the offence of accepting a bribe.

### 1.2.2 RECEIVING A BRIBE

- **Scenario:** A supplier offers the nephew of a senior Playtech IT Manager a job but makes it clear that in return the IT manager must use his influence at Playtech to ensure Playtech continues to do business with the supplier.
- **Offences:** The supplier would commit an offence of bribing another person by offering an advantage to the IT manager in return for acting improperly in the performance of his functions. If the IT manager arranges for their nephew to accept the offer, intending in doing so to act improperly with regard to ensuring continued use of the supplier, the IT manager would also commit an offence of accepting a bribe.

## 1.3 BRIBERY BY AN 'ASSOCIATED PERSON'

- **Scenario:** A third-party consultant to Playtech assures the Compliance Manager that they can resolve an issue preventing a regulator from issuing Playtech with a licence – no questions asked. The Compliance Manager does not know whether the consultant has been made aware of this Policy, or if the agreement between Playtech and the consultant contains ABC obligations. No further questions are asked.

- **Offences:** If the third-party consultant has bribed the regulator to secure the licence (with or without Playtech's knowledge), Playtech would commit an offence of failing to prevent bribery by a person 'associated with' it.

### 1.3.1 BRIBING A FOREIGN OFFICIAL

- **Scenario:** A member of the Compliance team arranges for the business to pay a fee directly to a foreign government official to speed up the administrative process of obtaining a gambling licence. The team member understands that this is what all companies do and that such payments are customary in this jurisdiction.
- **Offences:** This fee appears to be a facilitation payment and is therefore unlawful. The member of the Compliance team would commit the offence of bribing a foreign public official, as the intention is to influence that official in the conduct of their duties to obtain a business advantage for Playtech.

## 1.4 CORRUPTION

Corruption is the abuse of entrusted power or position for private gain. Corruption erodes trust, weakens democracy, hampers economic development, and further exacerbates inequality, poverty and social division.

# 2 OBLIGATIONS

Personnel must:

- Be aware of and understand the principles of bribery and corruption, the associated offences, and their responsibilities set out in this Policy;
- Disclose bribery or corruption offences to Playtech's Chief Compliance Officer, Legal or HR, or raise their concerns confidentially via Playtech's 'Speak Up' line (see Playtech's 'Speak Up' Policy).
- Not, directly, or indirectly, commit any of the bribery offences. Any activity which might lead to, or suggest, a breach of this Policy must be avoided;
- Not threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this Policy;
- Comply with Playtech's Gift and Hospitality Policy (see Gifts and Hospitality Process) and Playtech's Expenses processes;
- Complete Playtech's compliance training covering ABC.

## 2.1 CONFLICTS OF INTEREST

A conflict of interest occurs where, in the course of business:

- The interests, duties, or commitments that Personnel have through family, friends, work, voluntary work, or political interests' conflict, or have the potential to conflict, with Playtech's interests or objectives; or
- Where Personnel's judgment could be influenced, or appear to be influenced, by a personal interest, duty, commitment, or benefit.

In such a situation, Personnel must not give their own interest priority over that of Playtech's. It is important that Personnel declare conflicts of interest with Compliance through the Convercent database, which holds registration and tracking for conflicts of interest. Once an employee registers a declaration in the system, the Compliance Management Office "CMO" and Chief Compliance Officer will review the declaration to assess whether there is a concern. Playtech will work with Personnel to resolve or mitigate

a conflict or potential conflict wherever possible, but Personnel should not continue with the course of action unless or until approval is granted.

It is not always clear whether an activity creates a conflict of interest. The principles set out in this Policy are intended to guide Personnel in identifying and avoiding the types of situations that may give rise to an actual or potential conflict of interest.

Where individuals are in a personal relationship, care must be taken to ensure that no conflicts arise because of that relationship. Personal relationships between individuals within the same line of management will not be permitted.

Individuals should avoid supervising or taking part in the hiring or promotion of family members and avoid holding a position with access to or influence over performance appraisals, salary information or other confidential information of a family member. Such situations should also be avoided where a close personal relationship exists.

## 2.2 REPORTING KNOWLEDGE OR SUSPICION OF BRIBERY

Personnel who know or suspect (even if they are unsure) that they have been offered a bribe, or asked to bribe another, or know or suspect another person is committing an offence must disclose this to Playtech's Chief Compliance Officer, Legal or HR, or raise their concerns confidentially via Playtech's 'Speak Up' line (see Playtech's 'Speak Up' Policy).

Playtech has appropriate procedures in place to ensure that employees who report breaches of this Policy are protected from exposure to threats or hostile action and protected from adverse or discriminatory employment actions. Personnel who believe that they have suffered detrimental treatment (including dismissal, disciplinary action, threats, or other unfavourable treatment) as a result of refusing to take part in bribery or corruption, should disclose this to the Chief Compliance Officer, Legal or an HR representative, or raise it confidentially via Playtech's 'Speak Up' line.

## 2.3 EXAMPLES OF ACTIVITY WHICH SHOULD BE REPORTED

The following examples illustrate the kind of behaviour or conduct which may constitute bribery and should be reported:

- A Playtech employee learns that a third party engages in, or has been accused of engaging in, improper business practices, paying bribes, or requiring that bribes are paid to them;
- A third party insists on receiving a commission or fee payment before committing to sign up to a contract, or carrying out a government function or process;
- A third-party refuse to sign an agreement, or to provide an invoice or receipt for a payment made;
- A colleague refuses to take time off or allow others to manage or see what they are working on;
- A third party or colleague requests that payment is made to a country other than where the third party resides;
- A third party requests an unexpected additional fee or commission to 'facilitate' a service;
- A customer or supplier demands, or offers, lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- A third party issues an invoice that appears to be non-standard or customised.

## 3 PLAYTECH'S OBLIGATIONS

### 3.1 OBLIGATIONS

Playtech must not, directly, or indirectly, commit any bribery offences. Playtech must assess the bribery and corruption risks it faces, as well as provide training and implement policies and procedures to mitigate those risks and assist Personnel in complying with applicable anti-bribery laws and regulations.

### 3.2 RISK ASSESSMENT

Playtech conducts regular risk assessments to identify, assess and understand the risks its business faces, and have put in place appropriate procedures to mitigate ABC risks effectively.

### 3.3 POLICIES AND PROCEDURES

Playtech implements and enforces appropriate policies, procedures and internal systems and controls to manage and mitigate ABC risks. Such policies, procedures and internal controls are reviewed annually to ensure they are up-to-date and appropriate for the nature and size of Playtech's business.

### 3.4 TRAINING, AWARENESS AND RESOURCES

Playtech conducts relevant compliance training (either face-to-face or online, as appropriate) for its Personnel and provides appropriate training resources. Playtech maintains a written record of all training provided and awareness measures taken.

### 3.5 THIRD PARTIES

Playtech expects its business partners to approach issues of bribery and corruption in a manner that is consistent with the principles set out in this Policy. Playtech informs its commercial agents, representatives, joint-venture partners, suppliers, contractors, and sub-contractors ('Third Parties') of this Policy and requires them to act in accordance with the Policy when working for or 'on behalf' of Playtech as its associated persons.

Playtech conducts due diligence on Third Parties before entering into a business relationship with them. Playtech includes in its contracts with Third Parties:

- An obligation to comply with all relevant ABC laws and regulations; and
- An obligation to comply with the terms of this Policy and ensure that those acting for, or on behalf, of the Third Party in relation to Playtech business also comply with the terms of this Policy.

Playtech must keep records and have appropriate internal controls in place to evidence the business reason for making payments to Third Parties. All accounts, invoices, and other records relating to dealings with Third Parties and customers shall be prepared with strict accuracy and completeness. Accounts must not be kept 'off-book' to facilitate or conceal improper payments.

### 3.6 POLITICAL AND CHARITABLE CONTRIBUTIONS

Playtech does not make contributions to political parties. Playtech does permit charitable donations, but only where the donation is:

- Made to a registered charity;
- Legal and ethical under local laws and practices; and
- Approved by the Chief Compliance Officer or their designee.

Further information about policies and procedures for donations to charitable organisations can be found in Playtech's Community Investment Policy.

## 4 PLAYTECH'S GIFT AND HOSPITALITY PROCESS

### 4.1 HOSPITALITY AND ENTERTAINMENT

'Entertainment' or 'hospitality' is generally where you accompany or invite a third party to an event. It includes, for example, business meals, invitations, or tickets to recreational, cultural or sports events and venues, as well as any associated travel, accommodation, meals, and refreshments.

Offering or accepting hospitality is permitted, provided that the hospitality is:

- For the purposes of:
  - Establishing or maintaining a good business relationship;
  - Improving or maintaining Playtech's image or reputation; or
  - Marketing or presenting Playtech's products and/or services effectively;
- and is:
  - Reasonable and appropriate (an objective assessment based on the jurisdiction);
  - Within the permitted financial thresholds (see [Gifts and Hospitality Thresholds](#)); and
  - Has the appropriate prior approvals.

For example, accepting or providing invitations to domestic sporting events for existing licensees with whom Playtech is not currently negotiating is acceptable. However, if it involves overseas travel or is of exceptional value outside of the thresholds set out in the table at paragraph 4.5 below, then please contact Playtech's Compliance department to discuss further.

Any hospitality that involves Playtech's VIP customers (that is, individuals on the business-to-consumer side of the business) is only permitted to occur once Playtech Compliance has completed the standard source of funds, enhanced customer due diligence, Know Your Customer and safer gambling checks. Appropriate records must then be retained. The VIP team must also seek final approval from Playtech's Compliance department prior to the hospitality event taking place.

### 4.2 GIFTS

Gifts are non-cash items given as a token of appreciation or gesture of gratitude. Giving or receiving cash or cash equivalents (such as gift certificates or vouchers) is not permitted. Giving or accepting non-cash gifts is permitted, provided that the gift is:

- Not made with the intention of influencing a third party to obtain or retain business or a business advantage for Playtech, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits; and
- Given in the company's name.

Prior approval from the Chief Compliance Officer is required if the hospitality or gift:

- Involves overseas travel;
- Is of a higher value than the thresholds set out in the table below;
- Involves Playtech's VIP customers; or

- Involves government officials or representatives, politicians or political parties, or regulators.

### 4.3 REPORTING AND RECORD-KEEPING

A written record must be kept of all hospitality, or gifts given or received.

The Head of Compliance Management Office ("CMO") manages an online platform (Convercent) to enable Personnel to make requests, submit declarations, document gifts and hospitality and declare conflicts of interest.

Employees who receive and/or give gifts and hospitality that meet the relevant thresholds required for escalation and approval must log their requests via the Convercent tool. Once received, the CMO and Chief Compliance Officer will review the requests and make the relevant decisions. Individuals registering requests will be notified of decisions via the messaging function within the tool and/or by email.

The Convercent platform is the platform for reporting internally and externally, as needed.

### 4.4 GIFTS AND HOSPITALITY THRESHOLDS TABLE

Note that ≤ means 'less than or equal to' and > means 'more than.'

Gift value	Entertainment (including meals) value	Approval requirements	Notification requirements
≤£50	≤£100 per person ('pp') per event, and ≤£400 pp / year Executive Level and above: ≤£150 pp per event and ≤£1,000 pp / year	None	None
>£50 and ≤£500	>£100 but ≤£500 pp per event and >£400 but ≤£1,000 pp / year Executive Level and above: >£150 but ≤£500 pp per event and >£1,000 but ≤£2,000 pp / year	Head of Department	Notify Playtech's Compliance Department by utilizing the online hospitality tool.
>£500	Executive Level and above only: >£500 pp per event and >£2,000 but ≤£3,000 pp / year	Global Head of Government Relations  and Global Compliance Director	Notify Playtech's Chief Compliance Officer by utilizing the online hospitality tool. The Chief Compliance Officer's approval must be recorded on the form.