



Compliance Management Policy

A Treasury Wine Estates Limited Policy

1. INTRODUCTION

Treasury Wine Estates Limited (**TWE**) aspires to be the world's most admired premium wine company and understands that a strong compliance culture is fundamental to achieving that vision.

TWE's approach to compliance management is articulated in this Compliance Management Policy (**CMP**) and underpinned by our Compliance Management Framework (**CMF**). This governance structure is informed by ISO Standard ISO 37301:2021 – *Compliance management systems – Requirements with guidance for use*. In addition, Treasury Wine Estates Limited and its subsidiaries (**TWE Group**) are guided by, and designed to satisfy, the ASX Corporate Governance Council's *Governance Principles and Recommendations*, which set out best practice corporate governance practices for entities publicly listed in Australia. The CMP and CMF are actively managed by TWE Group Compliance to ensure their consistent implementation globally.

In view of its operational footprint, TWE has implemented a decentralised approach to compliance management which requires that ensuring and managing compliance on a day-to-day basis is primarily the responsibility of all employees.

2. WHO THIS POLICY APPLIES TO

The CMP applies to all TWE Group employees, irrespective of role or location. This includes the Group's directors, officers (executives), and permanent, contract and temporary employees.

3. KEY DEFINITION AND PRINCIPLES

Compliance at TWE is defined as adhering to mandatory requirements applicable to the company's operations, as well as requirements that TWE voluntarily chooses to comply with (jointly referred as **Compliance Obligations** or **Obligations**). This includes compliance with laws, regulations, industry codes, principles of good governance, accepted community and ethical standards, contractual obligations, and internal policies and procedures.

Through the CMP and the CMF, TWE's approach to compliance management:

- promotes a culture of compliance that connects back to TWE's values and objectives, and is led by the Board and the Executive Leadership Team (ELT);
- is proactive, data-driven, and trusted;
- is integrated into organisational processes, and creates and protects value; and
- has the means to continuously improve its compliance management capabilities.

4. POLICY STATEMENT

- 1) TWE is committed to maintaining the highest standards of conduct and ethical behaviour and to complying with the laws and regulations that apply to our business activities globally.
- 2) Within TWE, this commitment means taking appropriate action to:



- a) identify our Compliance Obligations and understand the associated risks of non-compliance;
 - b) establish adequate and effective policies and procedures to ensure we meet those Obligations;
 - c) identify compliance incidents and take appropriate corrective and remedial actions; and
 - d) provide the ELT and the Board with adequate oversight of the effectiveness of compliance management across the organisation.
- 3) All employees have an important role to play in ensuring TWE's compliance management approach remains fit-for-purpose. This includes the responsibility to raise concerns about any situation that contravenes (or may result in the contravention of) TWE's Compliance Obligations. TWE encourages people to speak up through the designated channels and does not tolerate retaliation of any kind against people who raise their concerns.

5. RESPONSIBILITIES

The key responsibilities for compliance management at TWE are as follows:

- **TWE employees** are responsible for:
 - a) understanding and complying with the local laws and regulations applicable to their role, and
 - b) abiding by all TWE policies and procedures relevant to their work at TWE.
- **People Leaders** are responsible for:
 - a) identifying Compliance Obligations relevant to their operations and understanding related compliance risks;
 - b) implementing the processes, systems, and monitoring activities required to ensure the day-to-day compliance with Obligations relevant to their areas of responsibility;
 - c) ensuring that they and their teams have the knowledge, skills, and support to operate in accordance with TWE's policies and procedures; and
 - d) encouraging their teams to raise compliance concerns and being involved in the resolution and remediation of compliance incidents as required.
- **Individual ELT members** are accountable for:
 - a) ensuring alignment between strategic and operational targets and Compliance Obligations;
 - b) ensuring that relevant policies and procedures are developed and maintained to meet Compliance Obligations within their business area;
 - c) allocating adequate and appropriate resources to support compliance management activities within their Functions/Divisions; and
 - d) leading by example and maintaining their team's accountability for compliance with applicable Obligations, including the report of compliance breaches and incidents and their remediation.



- Employees, People Leaders, and members of the ELT are supported in the discharge of these responsibilities by TWE's **Compliance Framework Manager, Compliance Area Owners**, and the **Risk, Compliance and Governance Committee (RCGC)**. The responsibilities of these roles are described in the CMF and the RCGC Charter.
- The **Board** is ultimately responsible for the implementation and oversight of TWE's systems of risk management which include compliance management, and leads by example in its approach. It is assisted by its **Audit and Risk Committee (ARC)** in accordance with its Charter.

6. DEPARTURE FROM POLICY REQUIREMENTS

Any departures from the above policy requirements must be approved by the Chief Legal & Corporate Affairs Officer.

7. CONSEQUENCES FOR BREACH OF THIS POLICY

A breach of any of the provisions of this Policy may constitute a disciplinary offence and will be addressed in accordance with TWE's disciplinary procedures.

8. APPROVAL

This Policy is provided to the Audit & Risk Committee for review, and to the Board for approval, on an annual basis. The Chief Legal & Corporate Affairs Officer may approve immaterial changes to the CMP or CMF, as required.¹

9. RELATED TWE DOCUMENTS

- Compliance Management Framework
- Policy Management Policy
- Policy Management Framework
- Risk Management Policy
- Risk Management Framework
- Whistleblower Policy
- Risk, Compliance and Governance Committee Charter
- Audit and Risk Committee Charter

10. DOCUMENT INFORMATION

Policy author:	Policy owner and approver:	Date:
Paulina Fernandez Izquierdo; Compliance Framework Manager	Sarah Turner; Chief Legal & Corporate Affairs Officer	September 2023

¹ Treasury Wine Estates reserves the right to amend, cancel or extend policies. All policies filed to the Treasury Wine Estate's portal are current. If you are referring to a hard copy, please ensure that it is the most recent version.