



Redcape Group Ltd  
Corporate Policy

**Code of Conduct**

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## Document Configuration Management

### Document Identification

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### Preparation/Change Control

Action	Name	Role / Function	Date
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### Release

Version	Date Released	Change Notice	Remarks
0.1	6/11/2015	Initial policy published	For review every 3 years
0.2	8/11/2017	Update to conflict of interest	

### Distribution List

Name	Organisation	Title
All staff	Redcape	Venue and Venue Support staff

### Related and / or Reference Documents

Applicable documents are referenced documents that form a part of this document to the extent specified where it is referenced within the contents of this document.

Document Name	Location	Date	Version
Values and Behaviours Policy	CompliSpace	6/11/15	1.1

### Confidentiality

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## 1. Introduction

### 1.1. Summary

Redcape Group Limited ACN 124 753 733 and its subsidiaries (the “Company”) are committed to making positive economic, social and environmental contributions, while complying with all applicable laws and regulations and acting in a manner that is consistent with the principles of honesty, integrity, fairness and respect. The Company seeks to achieve these objectives by setting clear standards against which to guide its decision making.

Directors and management of the Company are committed to maintaining the best practice in corporate governance and observing high standards of ethics and behaviour in all of the Company’s activities, including interaction with its customers, security holders, employees, suppliers, business partners, the community and environment in which the Company operates. The Company expects all employees to help the Company achieve this commitment.

The board of directors of the Company (“Board”) has adopted this Code to provide a set of guiding principles which are to be observed by all of the Company’s personnel (including directors and employees) (“Personnel”). The Board will keep this Code under review to ensure that it continues to evolve and reflect stakeholder and community expectations.

All Personnel are expected, at all times, to act consistently with the fundamental principles of the Company as set out in this Code and its other policies.

### 1.2. Who does this Code apply to?

This Code applies to all Personnel.

### 1.3. Where can Personnel get a copy of this Code?

A copy of this Code can be found on the Company’s website. Copies of this Code will also be made available to all new directors and employees when they join the Company.

### 1.4. Adherence to this Code and reporting

#### a) Adherence

This Code has the full support of the Board and the Company, and the Company takes compliance with this Code seriously. As a measure of accountability, compliance with this Code is monitored by the Company’s General Manager of Risk & Compliance on behalf of the Board.

#### b) Reporting

All Personnel have a responsibility to immediately report any breaches of this Code by a colleague to their immediate supervisor or other management, and Personnel should also report conduct where they are unsure whether a breach of this Code has occurred. All reports will be kept confidential and no person will be disadvantaged or prejudiced by reporting in good faith a breach or suspected breach of a law, regulation or provision of this Code.

## 2. Fundamental Principles

All Personnel are expected at all times to act consistently with the fundamental principles of the Company, including ethical behaviour, honesty, integrity and respect. These principles are described in this Code and are categorised as follows:

- a) Honesty, integrity and fairness.
- b) Professional and proper conduct.
- c) Compliance with laws, policies and procedures.



- d) Relationship with politicians and government officers.
- e) Confidential information, privacy and maintenance of business records.
- f) Conflicts of interest.
- g) Engaging external personnel.
- h) Employment practices.
- i) Use of the Company's resources and information systems.
- j) Sustainability.

## Honesty, Integrity and Fairness

- a) Honesty, integrity and fairness are integral to the way in which the Company's businesses operate and should guide all Personnel in their decision making. These values are expected of all Personnel in order to maintain the trust of the Company's customers and the Personnel's colleagues, the community and security holders.
- b) Honesty and integrity also extends to reporting the suspicious or dishonest conduct of any other Personnel.
- c) Personnel must display honesty, integrity and fairness by abiding by the following principles:
  - i. Comply with and uphold all laws against bribery and related improper conduct in all jurisdictions where the Company operates.
  - ii. Do not use funds, property, information or information systems belonging to the Company for personal benefit, or the benefit of unauthorised third parties.
  - iii. Accurately document all business dealings to reflect the true nature of the transaction. Expenditure must be reported accurately and in a timely manner.
  - iv. Do not offer, provide or accept gifts or hospitality in circumstances which could be considered to give rise to undue influence. Gifts must be recorded in accordance with the anti-bribery obligations contained in this Code.
  - v. All discounts to Personnel and customers of the Company must be approved by a manager and be recorded on sales invoices, and may not be taken in the form of additional unrecorded goods, or goods of higher quality or value than those invoiced.
  - vi. Ensure that any engagement with public departments or other government officials on the Company's behalf is done on an arm's length basis.
  - vii. Do not make political donations at a business level (these must be authorised by the Board).

### 2.1. Anti-bribery

- a) Personnel must comply with and uphold all laws against bribery and related conduct in all the jurisdictions where the Company operates, from time to time.
- b) Personnel must not offer or accept cash or other incentives, inducements or rewards in any form. This restriction also applies to consultants and contractors. In particular, payments to win business or to influence a business decision in the Company's favour (such as bribes, 'kick-backs' and similar payments) are strictly prohibited.
- c) All business dealings must be accurately documented to reflect the true nature of the transaction.
- d) Personnel must take all practical steps to ensure that third parties (agents, contractors, intermediaries or business partners) dealing with or on behalf of the Company do not engage in conduct that would contravene this Code or any laws. This includes, where required, ongoing oversight of the work of these third parties.
- e) The payment or facilitation of bribes and other improper payments or benefits is not only a contravention of this Code, it is also prohibited by anti-bribery laws that have application in Australia



and other countries. A breach of the anti-bribery requirements under this Code will be regarded as serious misconduct leading to disciplinary action, which may include termination of a Person's employment, and could also expose an individual to criminal and civil liability that could result in imprisonment or the imposition of a significant financial penalty.

## 2.2. Gifts and Gratuities

The Company recognises that accepting or offering gifts or hospitality of moderate value is in accordance with usual business practice. The Company, however, prohibits the offering or acceptance of gifts or hospitality in circumstances which could be considered to give rise to undue influence. Gifts must be recorded in accordance with the Company's Gift Registration Policy.

## 2.3. Professional and Proper Conduct

- a) The Company's security holders, customers and the communities in which the Company operates expects the Company and those who work for and represent it to act in a professional manner.
- b) Personnel must maintain their professionalism, and the reputation of the Company, by:
  - i. Undertaking their duties with care and diligence, seeking to achieve excellence in their roles.
  - ii. Being accountable for their decisions and actions.
  - iii. Dealing fairly with all of the Company's tenants, customers, suppliers, competitors and any other third parties or business partners.
  - iv. Using the Company's information systems, including email, messaging and internet access for proper purposes.
  - v. Acting in a manner that takes into account the Company's impact on the broader community and the environment.
  - vi. Adhering to Redcape's Values and Behaviours policy.

## 2.4. Compliance with laws, policies and procedures

The Company is committed to operating in a manner consistent with the laws of the jurisdictions in which it operates.

All Personnel must be familiar and comply with the applicable laws and regulations of the locations in which they work and the policies and procedures of the Company.

## 2.5. Confidential information, privacy, and maintenance of business records

If Personnel come across confidential information concerning the Group, which may include technical, strategic or financial information, commercial arrangements or intellectual property, such information must not be disclosed or misused to obtain a personal benefit or a benefit for another person. Personnel must ensure that they comply with the Company's Confidentiality and Intellectual Property Policy.

## 2.6. Conflicts of interest

- a) The personal interests of Personnel should not conflict with their duties and obligations to the Company. This also extends to interests which a reasonable person would perceive as involving a conflict.
- b) A conflict of interest may arise if Personnel have a direct or indirect (through a family member, friend or associate) financial interest in a business that has commercial arrangements with the Company.
- c) Personnel must manage conflicts of interest by:
  - i. disclosing any actual or perceived conflicts of interest to the Chief Executive Officer of the Company (the "CEO") or, in the case of a conflict applying to the CEO, the Chair of the board of directors of the Company (the "Chair");



- ii. seeking approval from the CEO or, in the case of a conflict applying to the CEO, the Chair before accepting any outside business interests including non-Company work, business ventures, directorships (other than to a board of a non-trading family company), partnerships or other interests which have the potential to create a conflict of interest;
  - iii. keeping an arm's length relationship when dealing with tenants, customers and suppliers.
  - iv. Seeking the prior written approval of their manager or General Manager Operations (if they work in a venue) if they wish to work for any other hotel or business that operate gaming machines; and
- d) The Company will maintain a register of conflicts of interest as per company policy.

### 2.7. Use of Company resources and information systems

- a) Personnel are required to use property, funds, facilities and services belonging to the Company for authorised purposes and not for personal benefit, or the benefit of unauthorised third parties. The Company regards the unauthorised removal of equipment, supplies and other resources belonging to the Company as theft.
- b) Personnel must ensure that any transactions or disposals of the Company's resources are approved by the CEO, or if the CEO is unavailable, the Chair, and accurately recorded in financial records.

### 2.8. Information Systems

- a) Email, the internet, facsimile, telephones and other Company information systems, like all other Company assets, must be used appropriately. Occasional personal use of Company information systems is permitted, provided that it does not interfere with the performance of work during working hours. Personnel must not use the Company's information systems:
  - i. for personal gain;
  - ii. to release or distribute confidential information in an unauthorised manner; or
  - iii. to store, display or transmit illegal, objectionable or offensive material.
- b) Personnel are expected to comply with the requirements of this Code at all times when using social networking sites or other non-work related sites.

### 2.9. Cessation of Engagement

Upon ceasing to be employed or otherwise engaged by the Company, Personnel must ensure that all books, records, documents and other resources of the Company (such as keys, security passes, computer equipment, mobile devices and corporate credit cards) are returned to their supervisor or manager as appropriate. Personnel must also return all confidential information in their possession to their supervisor or manager.

### 2.10. Tip Offs & Complaints

The Company operates a Tip Offs and Complaints Program which allows for the reporting of unlawful, unethical and corrupt practices. If Personnel have any grievance, complaint or compliance issues with respect to the actions or conduct of Personnel, Personnel should report the matter which will be dealt with in accordance with the Policy and procedures.

### 2.11. Breaches

The Company operates in a highly regulated market. If the Company is satisfied that personnel have acted in breach of applicable licensing conditions, liquor or gaming legislation, work health and safety legislation, anti-discrimination legislation, privacy laws and principles, fair work laws including bullying and harassment, equal opportunity legislation, trade practices legislation or other laws, or take any



other action which the Board or the CEO considers may bring the Company into disrepute, it may take disciplinary action which could include termination of an employee's employment.

If personnel have engaged in serious misconduct, the Company may immediately terminate that employee's employment without warning or notice. Serious misconduct includes without limitation:

- a) conduct that causes imminent or serious risk to health or safety of a person;
- b) conduct that causes imminent or serious risk to the reputation, viability or profitability of the Company's business or assets;
- c) gambling whilst on duty or consorting with other parties on gaming products whilst on duty;
- d) theft, fraud or assault;
- e) conduct which constitutes bullying, unlawful discrimination or harassment, including sexual harassment;
- f) refusing to carry out a lawful and reasonable instruction that is consistent with the employee's contract of employment; or
- g) Conduct that is inconsistent with the continuation of the employee's employment.

All Personnel have a responsibility to immediately report any breaches of this Code by a colleague to their immediate supervisor, or in line with the Tip Off and Compliance Program and Personnel should also report conduct where they are unsure whether a breach of this Code has occurred.

#### 2.12. Sustainability

The operations of the Company may have an impact on the natural environment. Where it does, the Company operates on the basis that compliance with all applicable local and national environmental protection laws is the minimum acceptable standard, with a constant goal of achieving a higher standard.

#### 2.13. Subject to change

The Code may be amended from time to time at the Company's absolute discretion. Personnel may be notified of changes to the Code via written and electronic means, or by any other means considered appropriate.