



Redcape Hotel Group
Corporate Policy

Code of Conduct

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Release

Version	Date Released	Change Notice	Remarks
0.1	6/11/2015	Initial policy published	For review annually
0.2	8/11/2017	Update to conflict of interest	
0.3	15/7/2020	General Update with linkage to other policies	

Distribution List

Name	Organisation	Title
All staff	Redcape	All Personnel

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



Document Name	Location	Date	Version
Anti-Bribery and Corruption Policy	Corporate Governance Section of Company's Website	24/12/19	
Whistleblower Policy	Corporate Governance Section of Company's Website	24/12/19	

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1. Introduction

1.1. Summary

The Board of Directors (Board) of Redcape Hotel Group Management Ltd in its capacity as responsible entity of the of the Redcape Hotel Trust I (ARSN 629 354 614) and Redcape Hotel Trust II (ARSN 629 354 696) (“Redcape Hotel Group” or “Redcape”) are responsible for the overall management of Redcape and its controlled entities (Company), and are committed to enriching communities through its hospitality and creating and nurturing an environment of trust, so that its people have clarity of purpose and feel enriched, empowered, energised and valued, while complying with all applicable laws and regulations and acting in a manner that is consistent with the its values of care, collaboration and courage.

The Board 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 contribute to the Company achieving this commitment.

The Board has adopted and approved this Code to provide a set of guiding principles which are to be observed by all of the Company’s personnel (all Redcape Hotel Group and its subsidiaries’ 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 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 and the intranet.

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 Chief Operating Officer on behalf of the Board.

b) Reporting

All Personnel have a responsibility to immediately report any breaches of this Code to their immediate supervisor or other management or through the Whistleblower Policy. 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 to act consistently with the fundamental principles of the Company, including behaviour consistent with its values of care, collaboration and courage. These principles are described in this Code and are categorised as follows:

- a) Care, Collaboration and Courage
- 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.

Care, Collaboration and Courage

- a) Care, Collaboration and Courage are integral to the way in which the Company's businesses operate and should guide all Personnel in their decision making. These values are defined by behaviours of;
 - a. Care – we seek to understand others. We recognise and praise great behaviour.
 - b. Collaboration – We are open to sharing our concerns, knowledge, experience and success. We value our promises.
 - c. Courage – we are curious and think innovatively.

These values and behaviours are expected of all Personnel in order to build and maintain the trust of the Company's customers and the Personnel's colleagues, the community and security holders.

- b) Personnel are expected to act in accordance with these values and behaviours and must display honesty and integrity whilst 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 and Corruption

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Redcape. Redcape's Anti-bribery and Corruption Policy is located under Corporate Governance on the Company's website.

2.2. Gifts and Gratuities

The Company recognises that accepting or offering gifts or hospitality 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 Gifts and Gratuities Register.

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 Company, 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 Chief Operating Officer (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 and that of the Social Media Policy 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. 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) conduct which is in contravention to regulations, legislation or other instruments which the operations of the Company's businesses are required to adhere to;
- d) gambling whilst on duty or consorting with other parties on gaming products whilst on duty;
- e) theft, fraud or assault;
- f) conduct which constitutes bullying, unlawful discrimination or harassment, including sexual harassment;



- g) refusing to carry out a lawful and reasonable instruction that is consistent with the employee's contract of employment; or
- h) Conduct that is inconsistent with the continuation of the employee's employment.

2.11. Whistleblowers

The Company encourages and facilitates the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving Redcape businesses or employees and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal. Redcape's Whistleblower Policy is located under the Corporate Governance section of the Company's website. 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.

2.12. 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.