

RTL CODE OF CONDUCT

OVERVIEW

This Code sets out the requirements and standards of behaviour required across RTL.

This Code applies to all employees of RTL and third parties engaged by RTL.

Any employee of RTL found to have breached this Policy may be subject to disciplinary action.

We expect you to:

- Comply with all RTL policies and procedures;
- Comply with all applicable laws wherever we operate; and
- Seek advice if you have any doubt about the right course of action.

Where the Code or a policy sets higher standards of behaviour than local laws, rules, customs or norms, the higher standards will apply.

The Code provides a framework, but cannot describe every situation, law or policy that may apply to you. You need to exercise good judgement, justify your actions, and try to prevent any potential breaches.

Before you make a decision, try this test:

- Does it comply with the Code?
- What would your family, colleagues or manager think about your decision?
- How would you feel if your decision was reported in the media?
- Would you be confident explaining your actions to senior management or external authorities?
- How would your behaviour be viewed in one or five years from now?
- Would you be happy if you were treated this way?

If you are unsure about what any part of the Code means, have any concerns about how you should behave in a particular circumstance, or would like to report a potential breach you should:

- Immediately speak to your Manager, or
- Where this is not possible (e.g. your concern involves your Manager), speak with your Manager once removed (i.e. your Manager's Manager); or
- Call the Ethics Line.

With regard to any potential breaches of the Code, policies or laws you must:

- Immediately raise known, or suspected, breaches;
- Cooperate in investigations of possible breaches; and
- Support anyone reporting a breach.

RTL monitors compliance with the Code, and all reported breaches will be investigated in a confidential, objective, independent and fair manner to determine whether a breach of the Code has in fact been committed. If a breach is found to have occurred, RTL will take appropriate action, which may include dismissal and reporting to appropriate authorities.

1. WHISTLEBLOWER PROTECTION

All business concerns raised are taken seriously and treated confidentially, and the identity of the Whistleblower kept confidential.

Any Employee raising a genuinely held business concern has the option to do so on the basis that their identity will be known only by the individual to whom the concern was raised or the Ethics Line provider.

The Ethics Line is an external resource available at zero cost to any Employee who wishes to raise a genuinely held business concern on an independent and confidential basis.

Whistleblowers:

- Must act in good faith when reporting unacceptable conduct, and report only genuine concerns. If they make a false report or act in bad faith they will be subject to disciplinary procedures;
- Should not discuss the reported matter with anyone other than those to whom the disclosure has been made or those who are investigating the matter; and
- Should not conduct preliminary 'investigations' prior to making the report.

Any Employee who feels they have been victimised after raising a concern should contact the nominated RTL Workplace Protection Officer (WPO), or the Ethics Line.

RTL will not tolerate victimisation of a Whistleblower. Any Employee found to have victimised another will be subject to disciplinary action.

The **Whistleblower Policy (RTL-HR-PR-0957)** sets out how RTL manages whistleblower disclosures and is to be read in conjunction with the RTL Code of Conduct.

2. PEOPLE

2.1 HEALTH AND SAFETY

The provision of a safe and healthy working environment for all Employees and those under RTL's care is vital. You must be observant of safety issues and comply with all applicable rules, laws and regulations.

2.2 WORKING WITH ONE ANOTHER

RTL is committed to:

- Providing a supportive and positive working environment where Employees are treated fairly and with respect.
- Developing and maintaining a diverse and inclusive workforce.

RTL does not tolerate harassment, discrimination, bullying, vilification, occupational violence or victimisation on any grounds, whether by race, gender, sexual preference, marital status, age, religion, colour, national extraction, social origin, political opinion, disability, family or carer's responsibilities, or pregnancy.

You must:

- Treat all clients, employees, suppliers, sub-contractors and members of the community with respect and dignity;
- Maintain a workplace culture of inclusive practices, procedures and behaviours;
- Make decisions that are fair and free from bias;
- Provide employment opportunities based on merit;
- Not engage in unacceptable workplace behaviour by acting inappropriately which includes:
 - offensive conduct or remarks directed at a person
 - generating or distributing material that is generally offensive
 - sexual harassment;
- Comply with the RTL **Workplace Conduct Policy (RTL-HR-PR-0786)**.

2.3 PRIVACY

RTL regards the fair and lawful treatment of personal information with utmost importance.

RTL is committed to:

- Safeguarding all personal information provided to RTL;
- Ensuring that personal information remains confidential and secure; and
- Taking all reasonable steps to ensure that personal privacy is respected.

Personal information will not be shared, sold or disclosed other than where it is reasonably necessary to:

- Enable RTL to deliver services or information;
- Maintain or establish a business relationship; and
- Fulfil legal or regulatory obligations.

Personal information will not be shared, sold or disclosed without an individual's permission. Personal information will only be shared, sold or disclosed in accordance with the Privacy Act.

Any employee of RTL found to have breached this Policy may be subject to disciplinary action.

3. STAKEHOLDERS

3.1 ENVIRONMENT

RTL is committed to undertaking business activities in a manner that respects the environment and contributes to the sustainability of our business.

You must:

- Take responsibility for meeting applicable environmental laws, regulations and contractual obligations;
- Prevent adverse environmental impacts;
- Respond to and report any environmental incident; and
- Comply with all applicable rules, laws and regulations.

3.2. COMMUNITY

RTL understands that, wherever we operate, we potentially impact the local community. We are committed to building relationships and working collaboratively with the communities in which we work.

3.3. SPONSORSHIPS AND CHARITABLE DONATIONS

RTL may support local communities through sponsorships and donations that are legal, ethical and further the interests of RTL.

When considering sponsorship and donations, Employees must comply with the RTL Delegations of Authority.

4. WORKING PRACTICES

4.1. BRIBERY AND CORRUPTION

RTL prohibits, and has zero tolerance for, all forms of bribery and corruption. You must obey all relevant laws and regulations and must not participate in any arrangement which gives any person an improper benefit in return for an unfair advantage to any party, directly or through an intermediary. This includes facilitation payments (payments of cash or in kind made to secure or expedite a routine service, or to 'facilitate' a routine Government action), even if allowed under local laws or customs.

4.1.1 BRIBERY

Bribery involves the offer, grant, promise or acceptance of any payment, gift, benefit or favour, whether directly or through a third party such as a subcontractor or consultant. A bribe can be to or from a government official or private individual.

Gifts and hospitality may, in certain circumstances, constitute or give the appearance of bribery. All intended gifts and hospitality need to be carefully considered in accordance with the Code.

4.1.2 FACILITATION PAYMENTS

Facilitation payments are payments of cash or in kind made to secure or expedite a routine service, or to 'facilitate' a routine Government action. They are often distinguished from a bribe and have been common practice in some countries. The Code prohibits facilitation payments.

4.1.3 CORRUPTION

Corruption involves the abuse of a position of employment, authority or trust to gain an advantage.

Examples include:

- Giving or taking secret commissions or bribes, (including bribery of officials), which may be paid in money or in some other benefit in the course of business or otherwise (even where it may not result in the winning of a business opportunity), in order to influence the receiver to procure an advantage;
- Providing, promising or creating an expectation of benefit or reward, or the expectation of such a benefit or reward;
- Making a 'facilitation payment' directly or indirectly, to any Government officials;
- Procuring or accepting payments, gifts or entertainment from suppliers and subcontractors as reward or encouragement for preferential treatment;
- Release of confidential information for a purpose other than a proper business purpose in exchange for some form of benefit or advantage accruing to the employee releasing the information; and
- Engaging or permitting a third party to do any of the above.

All Managers are individually accountable for managing bribery and corruption risk.

All requests for facilitation payments or attempts of bribery and corruption must be reported to the General Manager as soon as practicable after the request is received.

4.2. GIFTS AND HOSPITALITY

Gifts or hospitality are only to be offered or received for a legitimate business purpose. That is, if their primary objective is to build a good business relationship, and that relationship is consistent with the business plan. Gifts or hospitality that are reasonably considered to impair effective judgement, improperly influence a decision or create a sense of obligation must not be offered or accepted by any Employee.

The following gifts or hospitality (each being a **Prohibited Gift/Hospitality**) are prohibited in all circumstances:

- Cash or gift vouchers;
- Gifts or hospitality given or received with the intention of unduly influencing business decisions;
- Hospitality of an inappropriate nature or at inappropriate venues;
- Gifts or hospitality in exchange for business services or information, loans, cash or product/ service discounts not available to all Employees; and
- Facilitation payments, even where allowed under local jurisdictional laws or business practices.

All Employees are required to exercise judgement in determining what is occasional, proportionate and modest. The higher the monetary value of the gift or hospitality, the greater the level of transparency that is required.

4.2.1. WHAT GIFTS OR HOSPITALITY CAN BE ACCEPTED OR OFFERED?

If an Employee is offered a gift or any hospitality, or wishes to give a gift or issue an invitation to any hospitality, they should follow these steps:

Step 1: Is the item or event for a legitimate business purpose?

If no, or it is otherwise a prohibited gift or hospitality, the gift or hospitality must not be accepted or offered.

Step 2: If yes, where does the gift or hospitality appear on the Schedule of Amounts for Gifts and Hospitality? Follow appropriate action i.e. obtain approval.

Schedule of Amounts for Gifts and Hospitality			
Item / Event	Examples*	Amount AUD (per person)	Requirement to obtain approval**
Gifts	Gifts offered or received	\$100+	Yes
Hospitality (offered or received)	Lunch, dinner or sporting event / concert / benefit	\$100+	Yes
Supplier Events (Accepting invitation)	Attendance at supplier event	\$100+	Yes
RTL Events - Travel or Accommodation	Invitations to clients or business partners etc. offering travel or accommodation	Any Amount	Yes

* List not exhaustive

** Approval by General Manager

Where dictated by the above the Employee must submit a **Gift Approval Form (RTL-HR-FO-0683)** to the General Manager for review and approval, where required. Where gifts or hospitality are received unexpectedly and prior approval is not able to be sought, retrospective approval must be sought if appropriate (within 7 days of receipt).

Exemptions

This does not apply to:

- Token gifts such as pens, coffee mugs, project related souvenirs;
- Reasonable meals during business meetings as part of a work activity;
- Reasonable meals provided to an employee as a speaker or presenter at an industry function;
- Recognition items received in a business context, such as plaques, framed certificates, photographs, or models; and
- Gifts or vouchers to acknowledge outstanding performance or other employee recognition by RTL up to a value of \$50.

If an Employee is unsure whether an intended action infringes this Code, they should contact their Manager. Failure to properly record and seek prior approval where required will be treated seriously and may lead to disciplinary action, including termination.

5. WORKING WITH THIRD PARTIES

Subcontractors and other third parties with whom RTL works can make a significant contribution to our success. We aim to have effective business relationships with subcontractors and other third parties, and to encourage them to adopt similar business principles, practices and procedures to those of RTL.

RTL does not enter into any agreements in relation to services such as lobbying, facilitating client relationships, relationship management, strategic advice, or other stakeholder management services which may directly or indirectly influence decision makers considering any bid for work.

RTL Employees must ensure that any third party understands RTL's expectations and this Code. When RTL has a controlling position in a joint venture or similar arrangement, this Code (or another code containing equivalent standards of behaviour) must be adopted for the joint venture or other arrangement. In other circumstances, RTL will remain bound by this Code and will seek to have partners adopt this Code.

Before entering into a commercial relationship with a third party on behalf of RTL, appropriate due diligence must be conducted, including:

- Ensure risks are appropriately assessed before entering into formal business relationships; and
- Ensure risks are appropriately managed during the course of those relationships.

Any employee of RTL found to have breached the above may be subject to disciplinary action.

Each contract with a third party must be in writing. All contracts must:

- Reflect the entire agreement between RTL and the third party;
- Describe in a transparent manner and with an appropriate amount of detail the services and/or goods to be provided; and
- Contain terms that provide a clear link between, and are commensurate with, the provision of goods or services and the payment of a fee or charge.

Records must be kept of due diligence, approvals and contracts.

5.1. CONFLICTS OF INTEREST

You must ensure your personal activities and interests do not conflict with your responsibilities to RTL. It is important to avoid even the appearance of a conflict of interest.

You must:

- Disclose to your Manager any existing or potential conflict of interest that affects you;
- Avoid any dealings or relationships that may create a conflict with your obligations to RTL;
- Not be involved in any decision-making where you may not be able to make an objective decision;
- Not be directly involved in the potential or actual employment of a relative, close friend or associate (i.e. someone with whom you socialise);
- Not be directly involved in any employment related activities (for example, whether this be promotion, demotion, change of employment type or disciplinary action etc) of a relative, close friend or associate; and
- Not be involved in the tender process for, or awarding of a subcontract or supply agreement, where a relative, close friend or associate is involved.

Employees are required to declare actual or potential conflicts of interest using the form **Disclosure of Potential Conflicts (RTL-HRM-FO-0641)**. Declarations must be re-submitted on an annual basis, or in the event your personal circumstances change.

5.2. ANTI-COMPETITIVE CONDUCT

RTL is committed to the principles of free and fair competition. RTL will always compete vigorously but fairly and comply with all applicable competition laws.

You must maintain the independence of RTL and avoid anti-competitive conduct.

6. ASSETS

Assets that belong to RTL must not be used for illegal purposes, or for purposes that are not related to RTL business.

You must:

- Only use RTL assets for business purposes, unless you have appropriate authorisation – that is, approval by the General Manager;
- Take care to prevent waste, loss, damage, misuse, theft or misappropriation of assets;
- Comply with applicable policies and laws regarding the use and transfer of assets (including applicable delegated authorities); and
- Respect the assets of others, whether physical or intangible (for example, intellectual property and confidential information).

6.1. RECORDS

RTL will comply with all applicable rules, laws and regulations governing business reporting.

All information created and maintained as a result of RTL's business activities must accurately reflect the underlying transactions and events and follow RTL reporting policies and procedures.

Financial officers and others responsible for the accuracy of financial reporting have an additional responsibility to ensure that adequate internal controls exist to achieve truthful, accurate, complete, consistent, timely and understandable financial and management reports that are prepared in accordance with relevant laws, accounting standards, policies and procedures.

7. SOCIAL MEDIA

RTL recognise the importance of using social media to engage with employees, clients, stakeholders and the community, and that responsible use helps protect RTL's reputation.

Social media is defined as any website or application that enables users to create and share content or to participate in social networking. Common platforms include Facebook, LinkedIn, Twitter, YouTube, Snapchat and Instagram, and includes internal social media, external social media and personal social media.

You must:

- Recognise the rules that apply to professional and personal conduct in the workplace apply to behaviour on social media;
- Comply with the Code and company policies and procedures, which include but are not restricted to:
 - Behaviour: **Workplace Conduct Policy (RTL-HR-PR-0786)**.
 - Information: **Acceptable Use of ICT Policy (RTL-IT-FO-0617)**.

You must be aware that:

- During work time, personal social media use on RTL equipment can be monitored in accordance with the **Acceptable Use of ICT Policy (RTL-IT-FO-0617)**. Some reasonable personal use is permitted;

- Outside of work time, personal social media use on personal computers and devices can come to the attention of RTL;
- A communication that is intended as a personal statement and/or limited to a certain audience may find its way into a business or professional context;
- If an individual is identified as an employee, their communication may be considered a position or opinion of RTL, even if the intent is personal rather than business and may lead to disciplinary action; and
- RTL recommends the security settings of personal social media pages are set to 'private'.

You must not:

- Post or exchange information that may defame, abuse, harass, stalk, threaten or otherwise violate the legal rights of others;
- Publish, post or distribute any defamatory, infringing, indecent, misleading or unlawful material or information;
- Promote, endorse or sell any product or service that is in conflict with RTL;
- Disclose any confidential or sensitive materials outside RTL without permission;
- Use social media to discuss or store any confidential or sensitive client, project or RTL information; and
- Use social media to represent the opinion or view of RTL, unless authorised by the General Manager.

Failure to comply will amount to a breach of the Code and may lead to disciplinary action, even if it occurs outside of work time on personal computers and devices.