

CODE OF CONDUCT

PURPOSE

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

POLICY

The Code applies to **ALL** employees of RTL and third parties engaged by RTL.

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

RTL expects you to:

- Act in accordance with the Code;
- 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, policy or a procedure 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 making a decision, apply the following 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?

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. If a breach is found to have occurred, RTL will take appropriate action, which may include dismissal and reporting to appropriate authorities.

The framework that supports the operation of the Code across RTL, including reporting a potential breach, contact details and how to deal with matters raised by a Whistleblower, is set out in the [Code of Conduct – Management, Monitoring and Reporting](#) Procedure.

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 shall:

- 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
- Contact the Business Conduct Representative, or
- Contact the Ethics Line.

1. WHISTLEBLOWER PROTECTION

ALL business concerns raised are taken seriously and treated confidentially, and the identity of the Whistleblower who has raised an eligible disclosure to an eligible recipient is only revealed on a 'need-to-know' basis. All Whistleblowers have the option to do so anonymously or on the basis that their identity will be known only by the individual to whom the disclosure was raised or the Ethics Line provider (as the case may be).

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

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For further information, see the [Whistleblower Policy](#).

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 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:

- **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 Diversity and Inclusion Policy

For further information, see the [Workplace Conduct](#) Procedure.

2.3. PRIVACY

RTL regards the fair and lawful treatment of personal information with utmost importance you must comply with the [Privacy Policy](#).

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 Authority Matrix](#).

3.4. REJECTION OF CHILD LABOUR

RTL does **NOT** tolerate child labour or any form of exploitation of children or young people and will comply with the International Labour Organisation (ILO) with respect to under-age workers.

3.5. REJECTION OF MODERN SLAVERY

RTL rejects all forms of slavery including but not limited to trafficking in persons, slavery, servitude, forced marriage, forced labour, debt bondage and deceptive recruiting for labour and services. No Employee may be obliged to work by the direct or indirect use of force and/or intimidation. Only people who voluntarily make themselves available for work may be employed.

Further information is set out in the [Modern Slavery Policy](#).

4. WORKING PRACTICES

4.1. BRIBERY AND CORRUPTION

RTL prohibits, and has zero tolerance for, **ALL** forms of bribery and corruption. You must obey 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.

Further information is set out in the [Anti-Bribery and Corruption Policy](#).

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 are **PROHIBITED** in **ALL** circumstances:

- Cash or gift vouchers except those which are expressly permitted under other RTL Procedures and the relevant pre-approval stipulated in that Procedure has been obtained
- 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.

The [Gifts and Hospitality](#) Procedure sets out where prior written approval is required before receiving or arranging to provide any non-prohibited gift or hospitality, and the gifts or hospitality that an Employee has received or arranged that must be recorded using the [Gift Approval Form](#).

5. WORKING WITH THIRD PARTIES

Subcontractors and other third parties with whom RTL works can make a significant contribution to our success. RTL aims 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.

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 in accordance with the [Record Management](#) Procedure. Any non-compliance with these requirements will require the prior approval of the Company Secretary.

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 by using the [Disclosure of Potential Conflicts](#) form.
- 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.

5.2. MISUSE OF CONFIDENTIAL INFORMATION AND INSIDER TRADING

You must not use any information about RTL, a shareholder, a competitor, joint venture partner, customer or supplier for financial or other personal benefit, or convey this information to others before it becomes public.

5.3. 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.

5.4. INTERNATIONAL TRADE CONTROLS

RTL will comply with all applicable national and international laws, regulations and restrictions relating to the movement of materials and services.

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.
- 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).
- 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.