



Code of conduct

ROI Innovations

Version 1

Table of Contents

| | |
|--|----|
| Corporate values and behaviours | 3 |
| Ethical conduct | 4 |
| Ethical decision-making | 5 |
| Respect for the law | 5 |
| Sexual harassment | 5 |
| Harassment, bullying and discrimination | 5 |
| Corrupt conduct and reporting wrongdoing | 6 |
| Fraud | 6 |
| Bribery, kickbacks and facilitation payments | 6 |
| Grey areas | 6 |
| Conduct at work functions | 7 |
| Conduct in social media | 7 |
| Dress code | 7 |
| Intellectual property | 8 |
| Official facilities, equipment and other resources | 8 |
| Working with children | 9 |
| Conflicts of interest | 9 |
| Declaration of close personal relationships | 10 |
| Secondary Employment | 10 |
| Entertainment expenditure and working meals | 10 |
| Non-Compliance | 10 |
| Acceptance of code | 11 |

Corporate values and behaviours

The values that an organisation holds will generally determine its workplace culture. Broadly, Red Opal Innovations' (ROI) five core values are:

- United
- Positive
- Genuine
- Commercial
- Innovative.

As teams and as individuals, we embrace these values and ensure they are reflected in the actions we take and the decisions we make.

To ensure we are **united** and are one team:

- we value relationships
- we communicate openly
- we respect others' opinions
- we trust each other
- we care for and support each other
- we are a global team and believe our differences are our strength
- we are inclusive and treat each other fairly
- we don't compete against each other
- we don't leave people out or show favouritism
- we don't operate in silos or focus on our own team at the expense of other teams
- we don't keep information or resources to ourselves
- we don't consult with the same people every time.

To ensure we are **positive** and optimistic:

- we are optimistic
- we believe in ourselves and each other
- we celebrate the small wins and the big wins
- we nurture talent
- we look for opportunities to develop
- we are welcoming
- we want everyone to enjoy their work
- we don't gossip
- we don't let our own emotions impact how we treat others
- we don't tolerate bullying or discrimination in any form
- we don't overlook the contribution of people or teams who work 'behind the scenes'.

To ensure we are **genuine** and authentic:

- we truly believe in what we do
- we act with integrity at all times
- we accept responsibility
- we have hard conversations with kindness and respect
- we offer constructive solutions
- we do what we say we will do
- we don't accept insincerity

- we don't think or act like we're better (or more important) than other people
- we don't point the finger or blame others (especially to avoid our own accountability)
- we don't leave issues unaddressed
- we don't engage in fraudulent, dishonest or unethical behaviour

To ensure we are **commercial** and deliver results:

- we treat every dollar as our own to ensure we add value
- we engage with risk and have confidence in our judgement
- we are committed to excellence in all we do
- we think strategically at all levels
- we don't accept mediocrity
- we don't waste money
- we don't focus on things that aren't contributing to our strategy
- we don't just put in the minimum effort.

To ensure we are **innovative** and are creative thinkers:

- we try new and daring ideas
- we learn from success and failure so that we can put the best approach into action
- we collaborate globally for better solutions
- we always look for opportunities to improve our work
- we don't discourage others from trying new ideas
- we don't see failure as something negative
- we don't let hierarchy get in the way of moving quickly or getting results
- we aren't afraid of making mistakes.

Ethical conduct

Here at ROI, we always:

- behave honestly and with integrity
- act with care and diligence
- treat others with respect and courtesy and without coercion, bullying or harassment
- comply with all applicable laws
- comply with lawful and reasonable directions given
- disclose and take reasonable steps to avoid any conflict of interest (real or apparent) in connection with our employment
- use ROI resources in a proper manner
- act objectively, impartially and free of conflicts of interest in the conduct of our duties
- behave in a way that upholds ROI's values and the good reputation and integrity of ROI.

We do not:

- solicit or accept anything of value from a client or associate that might influence how we conduct our duties and responsibilities
- provide false or misleading information in response to a request for information that is made for official purposes in connection to our employment
- make improper use of inside information, or our duties, status, power or authority in order to gain, or seek to gain, a benefit or any other form of advantage for ourselves or any other person.

Ethical decision-making

If in doubt, we ask ourselves the following questions to determine whether an action or decision is ethical.

- Why is the action being taken/decision being made?
- Is there authority for the action or decision?
- Is the action or decision based on facts or on generalisations?
- Is the action or decision consistent with ROI's objectives and this Code?
- What will be the outcome for all parties involved?
- Is there a conflict of interest?
- Has natural justice been observed?
- Has the action or decision been made expeditiously or in a timely fashion?
- What are the risks associated with the action or decision?
- What are the other alternatives considered and why are they rejected?
- Will the supporting papers identify the individual merits of the action or decision?

Respect for the law

We demonstrate respect for the law by complying with all applicable state, territory, Commonwealth and foreign/local laws as directed. From time to time, grey areas may arise whereby this Code conflicts with a foreign/local law. In such cases, the foreign/local law will take precedence. Breaches of law must be reported to the Head of Human Resources, who can provide the appropriate advice and direction.

Sexual harassment

ROI recognises the right of all staff to be able to attend work and to perform their duties without being subjected to any form of harassment, including sexual harassment. We have a zero tolerance for sexual harassment under any circumstances. It is the obligation of every employee and contractor, at any level, to ensure that ROI remains free from all harassment, including sexual harassment.

Swift disciplinary action will be taken against any employee or contractor who is in breach of ROI's *Sexual Harassment Policy*.

All staff must familiarise themselves with this Policy. Attendance at mandatory training as delivered from time to time is required. This Policy, as well as other policies and plans referred to throughout this Code, are available on ROI's intranet.

Harassment, bullying and discrimination

ROI is committed to ensuring a safe business environment for our staff, which extends to protecting staff from psychological hazards in addition to physical ones. We treat each other and our stakeholders with courtesy and respect, we are sensitive to the cultural backgrounds of others and we refrain from behaviour that is, or could be construed to be, harassment, be it sexual or otherwise. Unsafe and unacceptable behaviour including harassment, discrimination and bullying will not be tolerated.

Discrimination against others on the grounds of race, colour, sex, sexual orientation, age, physical or mental disability, marital status, family responsibilities, pregnancy, religion, political opinion, national extraction or social origin or any other ground is illegal; any such incidents must be

reported to the Head of Human Resources for appropriate action. For more information, refer to the *Harassment, Discrimination and Bullying Policy* or the *Work Health and Safety Policy*.

Corrupt conduct and reporting wrongdoing

ROI has a zero-tolerance attitude toward corrupt conduct and considers it grounds for immediate dismissal and, possibly, legal action.

Fraud

Fraud is defined as *dishonestly obtaining a benefit, or causing a loss, by deception or other means*. There is a mental or fault element to fraud; it requires more than carelessness, accident or error, and can be committed by an internal or external party (or both by way of collusion). ROI's *Fraud and Corruption Policy* requires us all to:

- manage fraud control within our areas of responsibility
- implement fraud risk management strategies where directed and participate fully in activities relating to fraud control
- advise our managers or the managing director of any concern, suspicion, or information related to fraudulent, corrupt or improper conduct and encourage others to do the same.

Bribery, kickbacks and facilitation payments

Bribery, often seen in the form of gifts, hospitality and travel, also carries material fines and criminal penalties. Bribery can also take the form of kickbacks, whereby a pre-negotiated commission is paid to a bribe-taker as a quid pro quo for services rendered, for example, through inflated or fraudulent invoices.

Being on either end of a bribe is a serious offence. The following three elements when combined form a strong case for bribery; when identifying whether a circumstance constitutes bribery we consider:

- the provision of a benefit - providing, offering or promising a benefit, or causing a benefit to be provided, offered or promised to another person; the benefit does not actually need to be given, it is just the promise of the benefit that can be perceived as bribery
- whether that benefit is legitimately due - if the payment is under a contract there is no problem; it is when extra payments are made that issues arise. it is of no relevance that the benefit may be considered 'customary' or 'officially tolerated'
- whether that benefit represents an intention to influence - where there is an intention to influence someone in the exercise of their duties to obtain or retain business or an illegitimate business advantage.

While some organisations may regard facilitation payments an acceptable and efficient means of doing business, ROI strictly prohibits the making or taking of such payments irrespective of whether cultural customs or geographic location would otherwise permit. Cases of facilitation payments are also considered grounds for immediate dismissal and, possibly, legal action.

Grey areas

In some instances it may be difficult to identify corruption. For example, there are legitimate circumstances where we may give or receive a gift or benefit. The general rule for gifts and benefits is that we must not accept gifts, benefits or hospitality that will compromise, or appear to compromise, our integrity and objectivity in performing our duties, or cause, or appear to cause a conflict of interest. We may accept gifts, benefits or hospitality if they are in keeping with the generally accepted local customs and practice in the tourism and travel industry and provided that

such conduct is legal and can be publicly defended, or if their refusal would cause offence to the giver (provided that such conduct is legal and can be publicly defended). For more information, refer to the *Gifts and Benefits Policy*.

Conduct at work functions

ROI is a social workplace where interaction between teams is encouraged. In this spirit, from time to time we will be invited to workplace gatherings where alcohol may be consumed. It is important to remember that even in a casual atmosphere, we have a duty to behave professionally and exercise good judgement at work functions held either onsite or off. Those who fail to do so, or who bring ROI into disrepute as a result of inappropriate behaviour, will be held accountable under this Code.

Supervising or coordinating managers of ROI functions have additional responsibilities to be alert to and continually monitor escalating situations, as well as take steps to manage situations. It is the responsibility of managers to manage their staff at work functions. For this reason, it is strongly recommended that these individuals establish and communicate protocols for dealing with possible situations prior to the actual function.

ROI strictly prohibits the use of illicit drugs at its functions, on its premises or during other work-related activities.

If you suspect that you have a dependency problem with alcohol or drugs you are expected to seek counselling. For more information, refer to the *Employee Assistance Program Policy*.

Conduct in social media

We acknowledge that our conduct in social media, either on behalf of ROI or as individuals in our own time, carries risks that may potentially negatively impact upon ROI if not managed properly. For this reason, apart from a limited group of employees who have explicit permission to represent ROI in social media forums, we do not lead others to believe we are commenting on behalf of, or in the name of, ROI. Where we comment or share information on a subject that could be construed to be related to ROI, we disclose our professional relationship with ROI and provide a clear disclaimer that our views are our own, and in no way represent those of ROI.

We are at all times mindful that the information we post or distribute on social media sites could be subject to public scrutiny and refrain from listing or promoting our personal accounts on ROI account pages (e.g. Facebook pages or Twitter accounts).

For those engaging in social media on behalf of ROI as part of their official duties, media enquiries and contact with staff originating from such platforms, as well as all communication relating to issues management, require prior approval from the Human Resources Department.

Dress code

Employees are expected to exercise good judgment and common sense in how they present themselves when representing ROI. While ROI is not necessarily a conservative workplace, it is important that staff demonstrate respect towards their workplace and courtesy towards others by exhibiting good hygiene practices and avoiding wearing clothing that is likely to be considered unprofessional, inappropriate or offensive.

Management may exercise a degree of discretion when determining the standard of dress that will be adopted within each office. In doing so, consideration will be given to stakeholder expectations, ROI's reputation, the comfort and preferences of employees, the standards of competitors and

other tenants in ROI office buildings, climate, local custom and the type of work to be performed. All employees are required to observe the guidelines established for their office.

The following is considered inappropriate workplace attire at all times:

- Soiled or torn clothing or shoes (whether deliberate or not)
- Sports attire such as gym gear and shorts
- Tank tops or halter tops
- Clothing that is too tight, too short or too revealing
- Apparel displaying offensive logos.

On Fridays, staff may wear casual clothing to work however they should consider any meetings they have that day and what the appropriate attire might be.

Managers have the right to ask employees to change into appropriate attire should this code not be adhered to. Repeat incidents may be regarded as failure to comply with ROI behavioural standards and result in performance coaching or disciplinary action.

Intellectual property

We acknowledge that ROI will own all rights (including any intellectual property rights) in any works, ideas, concepts, designs, inventions, developments, improvements, systems or other material or information (Materials) created by us:

- in the course of our employment
- that relates directly or indirectly to our employment
- that assists in the performance of our roles actually performed by us in the position of employment
- that was created as the result of using ROI resources
- that otherwise relates in any way to ROI business and activities.

To the extent necessary to give effect to this provision, employees assign all of their intellectual property rights (including any copyright) in any such Materials to ROI. To the extent permitted by law, employees also unconditionally and irrevocably consent to any act or omission that would otherwise infringe his/her moral rights and waive all moral rights that they may have worldwide.

If you would like to use ROI's intellectual property for personal purposes, the Managing Director's written approval will need to be obtained before doing so. For more information, refer to the *Intellectual Property Policy*.

Official facilities, equipment and other resources

ROI has a number of policies on the use of its facilities, equipment and other physical resources. If in doubt about which apply to you, you should speak to your manager about your role, responsibilities and the relevant policies. The following is a summary of the responsibilities that apply to all of us.

We always:

- use ROI resources and assets (facilities, equipment, physical resources, and communication media, including email and the Internet) in a proper manner and only in the performance of our official functions unless authorised by our managers (e.g. email and Internet may be used for personal purposes provided this use is limited, and does not compromise or appear to compromise our work performance)

- discourage others from misusing resources and assets
- avoid waste or extravagance in the use of resources and assets
- ensure that resources or assets under our care are carefully maintained and not exposed to theft.

We do not:

- use resources for political campaigns, fundraising and canvassing, or for personal gain
- use assets if intoxicated (any employee who damages ROI property as a result of intoxication, negligence or recklessness will be required to pay the full cost of replacement of the property, and will face disciplinary action).

Working with children

ROI is committed to ensuring that appropriate protections are in place when working with children. Whilst ROI's core business does not involve working with children, there may be rare circumstances where this is not the case. Where there is a reasonable expectation that staff or contractors will work with children, the Manager of Human Resources must be consulted to determine whether a working with children check is required.

Conflicts of interest

There are two types of conflicts to be aware of so that we can avoid or manage them:

- Actual conflicts (e.g. personal financial interests)
- Perceived conflicts (e.g. familial relationships, associations, gifts, fraternisation).

In the ROI context, examples of conflicts of interest could include:

- giving ROI business to a supplier/company that you hold shares in
- being treated to lunch by a tenderer who is competing for ROI business in an active tender selection process
- accepting a hotel's offer of free accommodation in return for choosing to partner with that hotel for a ROI campaign.

We must not allow the pursuit of private interests to interfere with the proper discharge of our official duties, and must take reasonable steps to avoid any relationship, situation or activity that could:

- affect our independent judgment or influence decisions made during the course of our employment
- conflict with ROI interests or policies
- lead to the appearance of affected judgment or decisions, or conflict with ROI interests or policies.

Accordingly, we do not:

- solicit or accept from any person any financial reward or non-financial benefit for the discharge of our duties over and above our official remuneration
- solicit or accept any benefit, advantage or promise of future advantage whether for ourselves or for our immediate family or any business concern which we are associated with, from persons who are in, or seek to be in, any contractual or special relationship with ROI.

Any potential or actual conflict of interest (involving either you or an immediate family member) occurring before or after the commencement of your employment with ROI must be disclosed promptly in writing to your manager.

Declaration of close personal relationships

Department heads are required to disclose to the Managing Director if they are in a close personal relationship with any direct report, team member or contractor working in a ROI office. A close personal relationship means a relationship that goes beyond the bounds of a platonic friendship or working relationship, and includes being a relative, a family relationship or being personally involved i.e. dating, romantic or sexual relationships, financial dependency, or other close personal relationship that is consensually undertaken by both individuals.

Secondary Employment

To further minimise the risk of conflicts of interest and, for the other reasons below, secondary employment while employed at ROI is not permitted unless prior written approval from the Managing Director has been obtained. Applications to continue in or undertake secondary employment will be considered having regard to whether:

- the secondary employment is likely to be detrimental to the efficient performance of official duties
- the secondary employment could lead to a clash of loyalties
- in the course of official duties, the individual would have access to confidential and privileged information not generally available to the public, which may be relevant to the secondary employment.

If you are approved to engage in secondary employment, your secondary employment must be performed wholly in your private time. It is also your responsibility to advise the Managing Director of any changes in circumstances that may affect this approval.

Entertainment expenditure and working meals

While hosting and entertaining are legitimate business activities at ROI, we must exercise good judgement and must not knowingly host or attend business entertainment that is prohibited by Australian or by foreign/local law, or that is inappropriately lavish or in poor taste. To determine whether hospitality expenditure (or any expenditure of public money in general) is ethical, we ask ourselves:

- How is this benefiting ROI?
- Has it been approved in the appropriate manner and in line with the appropriate delegations?

If the answers to any of the above are "no" or are unclear, the expenditure should not proceed. It should also be noted that ROI corporate credit cards may only be used for business expenses and not for expenses of a personal nature.

Non-Compliance

Occurrences of any of the following may result in disciplinary action, including immediate dismissal and, where applicable, criminal prosecution:

- Theft, fraud, the taking of bribes or other dishonest conduct
- Intentional breaches of law
- Inability to perform work duties due to the influence of alcohol or recreational drugs
- Working for a competitor or releasing confidential information

- Insubordination, including refusal to undertake a lawful instruction, or refusal to perform work in the manner described by a superior without proper and reasonable justification
- Falsification of any employment application or of other ROI records
- Intentional damage to ROI or another employee's property
- Acts or threats of violence in connection to ROI
- Threatening, bullying, intimidating or harassing colleagues on or off worksites
- Grave misconduct either on or off duty that materially and adversely affects ROI
- Using ROI internet services to store, post or distribute material that is obscene, defamatory, threatening, discriminatory, harassing or hateful.

Depending on the seriousness of the offence and all pertinent facts and circumstances, the following are grounds for performance coaching and, possibly, disciplinary action:

- Failure to abide by ROI policies or this Code
- Excessive lateness for work
- Unauthorised or excessive absenteeism
- Negligence in the care or use of ROI property or assets
- Failure to comply with work health and safety provisions
- Conducting other business during working hours or on ROI premises.

Acceptance of code

Please sign below to acknowledge that you have read and understood this Code of Conduct.

I have received and read this Code of Conduct and hereby accept the terms and conditions as outlined within.

Name:

Signature:

Date: