

AVENTUS GROUP

# CODE OF CONDUCT



This document is issued by: 25 September 2018  
Aventus Holdings Limited (ACN 627 640 180) and  
Aventus Capital Limited (ACN 606 555 480) as responsible entity of the  
Aventus Retail Property Fund

## **PART A – SCOPE AND APPLICATION**

### **1 PURPOSE**

This Code applies to Aventus Holdings Limited and all related bodies corporate within the meaning of the *Corporations Act 2001 (Cth)* (**Group**).

The Group is committed to a high level of integrity and ethical standards in all business practices. Employees must conduct themselves in a manner consistent with current community and Group standards and in compliance with all relevant legislation.

This Code outlines how the Group expects its representatives to behave and conduct business in the workplace on a range of issues. It includes legal compliance and guidelines on appropriate ethical standards, as well as mechanisms for reporting concerns and complaints.

The purpose of this Code is to:

- provide an overview of employee entitlements and Group employment processes;
- provide a benchmark for professional behaviour throughout the Group;
- support the Group's business reputation and corporate image within the community; and
- make directors and employees aware of the consequences if they breach Group policies.

### **2 WHO THE CODE APPLIES TO**

All employees of the Group must comply with this Code. A reference to 'employees' includes temporary employees, contractors and directors. While the Group requires compliance with these obligations, the Code and its contents do not form part of any employee's contract of employment or engagement and do not create contractual obligations that are binding on the Group. In the event of any inconsistency between this Code and your contract of employment, you are required to comply with your contract. The Group may amend, add to or remove any aspect of this Code at any time within its absolute discretion.

The Code applies to all business activities with suppliers, contractors, customers, shareholders, unitholders in the Aventus Retail Property Fund (the **Fund**) and employees in Australia and overseas.

Responsibility lies with every person covered by the Code to conduct themselves in accordance with the contents of the Code and the expectations of the Group. In the event you are unclear about any provisions of this Code, please feel free to discuss any questions and comments you may have with your immediate supervisor.

### **3 HOW THE CODE INTERACTS WITH OTHER GROUP POLICIES**

This Code should be read in conjunction with the following Group policies:

- Continuous disclosure policy;
- Policy for dealing in securities; and
- any other Group policy adopted from time to time.

Copies of these policies are available on the Group's intranet.

The Group continually assesses and upgrades its policies and procedures to ensure compliance with corporate governance requirements. You will be notified of any material changes to the policies and procedures.

## **PART A – SCOPE AND APPLICATION**

### **4 WHAT TO DO IF YOU SUSPECT THE CODE HAS BEEN BREACHED**

#### **(a) Concerns about bullying, harassment or discrimination**

Where you have concerns about bullying, harassment or discrimination, or wish to make a complaint about these matters, you should do so in accordance with Part B, Section 10 of this Code.

#### **(b) Reporting channels**

You are encouraged to report to your Manager any behaviour or situation which you believe breaches or potentially breaches the Code, other Group policies or the law.

Alternatively, you can report unacceptable behaviour to the Group's Head of Talent & Culture (or their delegate) **(HTC)**

#### **(c) Whistleblower protection**

The Group is committed to ensuring that you are not disadvantaged or discriminated against for reporting unacceptable behaviour in good faith.

Wherever possible, your calls, notes, emails and other communications will be dealt with confidentially. You have the Group's commitment that, whenever possible, your privacy will be protected where you make a report. Our external contacts have been selected to receive reports and manage any necessary investigations as an independent third party.

It is a breach of the Group's expectations for any employee to cause disadvantage to or discriminate against an employee who makes a report under this Code ('whistleblower'). Examples of disadvantage and discrimination include:

- reprisals, harassment or victimisation;
- demotion or dismissal or loss of opportunity for promotion; and
- current or future bias.

The protection that the Group will make available to protect whistleblowers will vary depending on the circumstances, but may include:

- ensuring confidentiality in the investigation and protecting the whistleblower's identity;
- monitoring and managing the behaviour of other employees;
- offering a leave of absence while a matter is investigated;
- relocating employees (which may, but will not necessarily, include the whistleblower) to a different working group or department; and
- rectifying any detriment a whistleblower has suffered.

#### **(d) External investigations**

External investigations of reported breaches are administered by our external contacts in consultation with the supervisor or manager of the offending person.

In the investigation process, all employees are expected to cooperate with the directions of the investigator.

## **PART A – SCOPE AND APPLICATION**

### **5 CONSEQUENCES OF BREACHING GROUP EXPECTATIONS**

Non-compliance with this Code or our expected standards of behaviour, or performance, including poor performance, may result in disciplinary action or other penalties, including, but not limited to:

- informal counselling;
- oral warnings;
- written warnings;
- suspension; and
- termination of employment or engagement.

Soliciting or aiding or abetting in conduct in breach of this Code (including the Code of Conduct) may also be subject to disciplinary action up to and including termination of employment.

The Group recognises that breaches of our expectations may occur from time to time. We expect that any breach will be inadvertent, voluntarily disclosed to the Group as soon as possible after it becomes known to the employee, and committed without intent.

The Group will act objectively and in accordance with any applicable provisions or requirements in an employment contract.

The Group and our external investigation contacts may inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law.

### **6 WHO TO SPEAK TO IF YOU HAVE QUESTIONS**

This Code does not include:

- every ethical issue that an employee might face; nor
- every law and policy that applies to the Group.

In representing the Group you are expected to act in a manner consistent with the key values underpinning the employee obligations outlined in this Code, namely:

- our actions must be governed by the highest standards of integrity and fairness;
- our decisions must be made in accordance with the spirit and letter of the applicable law; and
- our business must be conducted honestly and ethically, with our best skills and judgment, and for the benefit of customers, employees, unitholders of the Fund, shareholders and the Group alike.

If you have any questions regarding the Code of Conduct or any of the Group's policies at any time, you should contact your Manager or the HTC.

## **PART B – YOUR OBLIGATIONS**

### **1 COMPLIANCE WITH LAWS AND REGULATIONS**

You should be aware of, and comply with, your duties and obligations under all laws and regulations relating to your work.

We encourage you to:

- actively understand the laws which affect or relate to the Group’s operations;
- attend seminars presented by the Group or other external service providers to maintain your knowledge of the laws and regulations, as well as to increase your awareness of relevant legal and industry developments; and
- interpret the law in a way which reinforces the Group’s reputation for integrity.

If you have a question as to whether particular laws apply or how they may be interpreted, please contact either your Manager or the HTC.

### **2 STANDARDS OF PERFORMANCE**

You are expected to attend to your duties diligently and faithfully, at all times promoting the best interests of the Group.

At all times as an employee of the Group, you are expected to:

- competently perform your duties;
- behave honestly and with integrity;
- act with care and diligence;
- treat others with courtesy and respect;
- comply with all Group policies and procedures including this Code; and
- follow all lawful and reasonable directions.

### **3 WORKING EFFECTIVELY**

#### **(a) Performance Reviews**

The Group may require you to participate in performance review processes (for example, at the end of your probationary period or on an annual basis). In addition, ad hoc appraisals may be performed if deemed necessary by management.

#### **(b) Performance Management**

Where underperformance is identified either during a review or otherwise, your Supervisor will set objectives and reasonable timeframes within which improvements are to be achieved. This may be through the development of a “Performance Improvement Plan” (although this is not necessarily required). The Supervisor will closely monitor the work and communicate with you regarding progress.

## **PART B – YOUR OBLIGATIONS**



Where there is evidence that underperformance has not been remedied through this process, the unsatisfactory performance may be managed as follows:

- counselling – informal and formal;
- training and development;
- further monitoring of the employee's conduct or performance;
- issuing a warning that certain conduct is unacceptable or that the employee's performance is not satisfactory;
- transferring the employee to another position within the Group;
- mentoring;
- staff rotation;
- supervision;
- demotion; or
- dismissal.

### **4 FAIR TRADING AND DEALING**

The Group aims to maintain a high standard of ethical behaviour in conducting business and to behave with integrity in all dealings with customers, shareholders, unitholders of the Fund, government, employees, suppliers and the community.

When dealing with others, you must:

- perform your duties in a professional manner;
- act with the utmost integrity and objectivity; and
- strive at all times to enhance the Group's reputation and performance.

You are encouraged to familiarise yourself with the legal requirements applying to fair trading and dealing, and to undertake training or attend seminars to develop and maintain your knowledge so that you can act in accordance with those requirements.

If you have a question or wish to report a breach of fair dealing requirements, please contact either your Manager, the HTC or Mark Conroy at Ernst & Young.

## **PART B – YOUR OBLIGATIONS**

### **5 CONFLICTS OF INTEREST**

The Group acknowledges that employees engage in a wide variety of external activities. The Group also acknowledges that external interests may give rise to conflicts of interest, whether actual, potential or perceived. This does not, of itself, imply that any wrongdoing has occurred or will occur.

You are responsible for notifying the Group of any conflicts of interest (actual or potential). If you are concerned that you may have a conflict of interest you should disclose that interest and discuss the matter with your Manager or the HTC.

#### **(a) What is a conflict of interest?**

You must not:

- allow your external, personal or financial interests to come into actual, potential or perceived conflict with your duties to the Group; or
- allow your duties to any external entity to come into actual, potential or perceived conflict with your duties to the Group.

This conflict of interests rule applies to potential or perceived conflicts of interests where:

- there is a real or substantial possibility of the potential or perceived conflict of interests actually arising; and
- the external, personal or financial interest in question is material.

You may have a conflict of interest if, in the course of your employment or engagement with the Group any of your decisions leads to an improper gain or benefit to you, your relatives or associates.

The following are some common examples that illustrate actual or apparent conflicts of interest that you must avoid. The examples are intended to be a guide only.

#### **(b) Improper personal benefits**

Conflicts of interest can arise when you or a member of your family receive improper personal benefits as a result of your position. You and your relatives should not give unreasonable gifts to, or receive unreasonable gifts from, the Group's customers or suppliers or others with whom the Group interacts.

We encourage you not to accept a gift (of any kind or value) in circumstances where your business judgment might appear to have been compromised, or where you or the Group would be embarrassed if the gift was made public.

If you are in doubt as to the appropriateness of a gift, please check with your Manager or the HTC.

## **PART B – YOUR OBLIGATIONS**

### **(c) Financial interests in other businesses**

You should avoid having a significant ownership interest or personal financial interest in any other enterprise if that interest compromises or appears to compromise your loyalty to the Group.

You must disclose all personal financial interests that you or members of your family have in organisations which have established, or are attempting to establish, a business relationship with the Group or which compete with the Group.

Personal financial interests include, among other things, interests resulting from the following relationships:

- officer, director, employee or independent contractor;
- ownership of shares, units or other equity interest;
- debtor or creditor (other than in respect of personal financing arrangements with a recognised financial institution, such as mortgages); or
- lessee or lessor.

Ownership of less than one percent of the common or ordinary shares in an entity or units in a trust is not normally considered a conflict.

If you have any doubt about personal financial interests, consult with either your Manager or the HTC.

### **(d) Corporate opportunities**

You must not take advantage of property, information, or other opportunities arising from your position in the Group.

For example, if you learn of a business or investment opportunity through the use of corporate property or information or your position within the Group, you should only participate in the business or make the investment with approval from the HTC. As a general principle, you should only participate in a joint venture, partnership or other business arrangement with the Group with approval from the HTC's or your Manager.

### **(e) Conflict of interest arising from a personal relationship**

Employees who have the responsibility for or authority to affect the careers or employment of other employees should perform their functions free from any conflict of interest arising from a personal relationship.

For example, a conflict of interest will arise from a personal relationship if you have a family, business or personal relationship (including a personal financial interest, sharing living quarters or a romantic relationship) with any other employee within the Group and that relationship causes, or might reasonably be anticipated to cause, an inability on your part or their part to perform responsibilities objectively and impartially as far as the other party to the relationship is concerned.

You must disclose any conflict of interest arising from a personal relationship to either your Manager or the HTC. Such disclosures will be treated confidentially.

## **PART B – YOUR OBLIGATIONS**

### **(f) Outside memberships, directorships, employment and public office**

The Group supports involvement of its employees in community activities and professional organisations. However, outside employment or activity must not conflict with an employee's ability to properly perform their work for the Group, nor create a conflict (or the appearance of a conflict) of interest.

Before accepting outside employment or a position on the board of directors of another company or non-profit organisation, you must carefully evaluate whether the position could cause, or appear to cause, a conflict of interest. If there is any question, consult either your Manager or the HTC.

You must obtain prior written consent from your Manager or the HTC where the proposed employment or position relates to an outside organisation that has or seeks to have a business relationship with the Group or competes with services provided by the Group.

You may accept public office or serve on a public body in your individual private capacity, but not as a representative of the Group unless authorised by the Board of Aventus Capital Limited. If such public office would require time away from work, you must comply with Group policies regarding leave of absence and absenteeism.

### **(g) Use of company name**

It is the Group's policy to make available to all employees any Group discounts with suppliers or other businesses that may be passed on to employees. However, you may not use the Group's name or purchasing power to obtain personal discounts or rebates unless the discounts or rebates are made available to all employees.

## **6 IMPROPER USE OR THEFT OF GROUP PROPERTY, ASSETS AND EMAIL**

You are responsible for protecting any Group property and assets that are under your control and you should safeguard them from loss, theft and unauthorised use.

Group property and assets includes cash, securities, business plans, third party information, intellectual property (including computer programs, software, models and other items), confidential information, office equipment and supplies.

You must not:

- use Group assets for any unlawful purpose or unauthorised personal benefit;
- remove Group property and documents from official premises without a good and proper reason. If required to be removed, they should be stored in a secure manner and covered by appropriate insurances; and
- make improper disclosure, including inadvertent or careless disclosure, of competitive business strategies and plans, special methods of operation and other information that is of competitive value to the Group. If you are unsure whether information is of a confidential nature, seek advice from your Manager before disclosure.

You are encouraged to use common sense and observe standards of good taste regarding content and language when creating documents that may be retained by the Group or a third party. The Group's electronic communications systems should not be used to access or post material that violates Group policies or any laws or regulations. Personal non-business use of the Group's electronic communications systems must also be consistent with this Policy.

## **PART B – YOUR OBLIGATIONS**

### **7 USE OF INFORMATION TECHNOLOGY**

#### **(a) Access to IT facilities**

The Group has given employees access to telephones, the internet and email to assist them in the full and proper performance of their duties. As with other Group resources, the Group's computer and telecommunications systems belong to the Group and must be used for authorised, work-related business purposes. Unauthorised usage will be considered inappropriate conduct and will result in disciplinary action.

#### **(b) Prohibited activities**

Personal use of business equipment, telecommunications' systems, email and internet is limited and must be used responsibly.

You must also not use IT resources to:

- disseminate, view or store commercial or personal advertisements, solicitations, promotions, destructive code (e.g. viruses, self-replicating programs, etc.), political material or any other unauthorised materials;
- engage in chat groups;
- view, send, receive, display, print or otherwise disseminate material which is discriminatory, fraudulent, harassing, illegal, sexually explicit, obscene, intimidating or defamatory;
- use abusive or objectionable language;
- engage in gambling activities;
- download games or other entertainment software (including screen savers), or to play games over the Internet;
- without authorisation, represent or imply that the views of the employee represent the views of the Group;
- cause congestion or disruption or networks and systems;
- solicit for unauthorised profit making or commercial activities;
- engage in any conduct that compromises the Group's reputation; or
- breach copyright or licensing agreements.

#### **(c) Computer Surveillance**

The Group monitors computer and network use by employees on an ongoing and regular basis to ensure compliance with relevant laws and Group policies. The Group may at any time access, monitor, delete, disclose or record any communication or information developed, used, received, stored or transmitted by you using the Group's resources.

Filtering systems may be installed in the Group's network, which restricts the flow of certain types of material, including emails and viruses, in and out of the network. Accordingly, some email traffic may be blocked.

## **PART B – YOUR OBLIGATIONS**

### **(d) Restriction on information sent by email**

The e-mail system shall not be used to send or receive copyrighted materials, trade secrets, proprietary financial information, or other sensitive information of the Group without prior authorisation.

### **(e) CCTV surveillance**

The Group seeks to protect people and assets in and around its property in the most effective manner possible including, where necessary, through the appropriate application of closed circuit television (CCTV) surveillance systems.

The primary security use of CCTV is to discourage and/or detect unlawful behaviour in and around the Group's property thereby enhancing the safety and security of all people and property.

The Group operates continuous video surveillance throughout its premises. The Group will not use CCTV to conduct surveillance of employees who are not at work.

CCTV cameras will be clearly visible and signs will be at each entrance to notify people that they may be under surveillance.

### **(f) Acknowledgement of policy**

Each employee will sign an acknowledgement of this policy.

## **8 PRIVACY**

The Group respects your privacy and the privacy of others. You should familiarise yourself with, and comply with:

- the privacy laws of Australia; and
- the Group's privacy policies which detail the appropriate use of personal information.

If you have any questions in relation to privacy, please contact either your Manager or the HTC.

## **PART B – YOUR OBLIGATIONS**

### **9 PUBLIC COMMUNICATIONS AND DISCLOSURES**

You are responsible for the integrity of the information, reports and records under your control and you are expected to exercise the highest standard of care in preparing materials for public communications.

Those documents and materials should:

- comply with any applicable legal requirements;
- fairly and accurately reflect the transactions or occurrences to which they relate;
- not contain any false or intentionally misleading information, nor intentionally misclassify information; and
- be in reasonable detail and recorded in the proper account and in the proper accounting period.

Media statements and official announcements may only be made by persons authorised under the Continuous Disclosure Policy and Communications Strategy. If you receive a request for information and you are not authorised to respond to the enquiry, refer the request to the appropriate person. Unless the CEO or CFO has given prior written consent, Group employees and associated parties must not participate in public forum discussions (including internet-based forums and social media platforms) where the subject matter is related to the Group, its competitors or the industry in which the Group operates.

The Group has adopted the Continuous Disclosure Policy as a means of ensuring compliance with its disclosure and communication obligations under the *Corporations Act 2001* (Cth) and the ASX Listing Rules. The aim of the Continuous Disclosure Policy is to keep the market fully informed of information that may have a material effect on the price or value of securities in the Fund, and to correct any material mistake or misinformation in the market.

Ensure that you are aware of the requirements of the Continuous Disclosure Policy and, if it applies to you, you must act in accordance with the policy.

### **10 APPROPRIATE WORKPLACE BEHAVIOUR**

Harassment, bullying and discrimination is unlawful and the Group may be vicariously liable for the conduct of employees in breach of these legal obligations.

This policy affirms the Group's commitment to:

- provide a safe and healthy workplace and learning environment that is free from unlawful harassment, bullying and discrimination; and
- provide employees with information and training in relation to unlawful harassment, bullying and discrimination.

This policy applies to employees in relation to all Group related conduct.

## PART B – YOUR OBLIGATIONS

### (a) Definitions used in this section

<b>Group related conduct</b>	means any conduct that is connected to the Group including conduct that: <ul style="list-style-type: none"><li>• refers or relates to the Group, its activities, or its employees, clients or suppliers;</li><li>• occurs on, or in connection to, property owned or occupied by the Group;</li><li>• occurs or is facilitated by Group information technology resources or other Group equipment;</li><li>• occurs during, or relates to, the performance of duties for the Group; or</li><li>• occurs during or in connection to any Group related function or event (whether sanctioned or organised by the Group or not) or when representing the Group in any capacity.</li></ul>
<b>characteristic</b>	means a feature or quality that identifies a particular person or group of people, that is protected by applicable legislation. For the purpose of this policy these characteristics include: <ul style="list-style-type: none"><li>• race, colour, religious belief, ethnic or ethno-religious background, descent or nationality;</li><li>• sex;</li><li>• pregnancy, child birth and breastfeeding;</li><li>• marital, relationship or domestic status;</li><li>• carers' responsibilities;</li><li>• transgender (transsexual and intersex) status, gender identity;</li><li>• homosexuality (actual or presumed), sexual orientation;</li><li>• disability, which includes physical, intellectual, psychiatric, learning or cognitive disabilities, and any virus or bacteria that can cause disease, such as HIV. It also includes any disability a person had in the past, has now, or may have in the future;</li><li>• age.</li></ul>
<b>complaint</b>	includes all of the ways in which any instance of unlawful harassment, bullying and/or discrimination might be identified, raised or reported including verbally and in writing (including email).
<b>manager</b>	means, in the case of an employee, the person nominated by the Group from time to time as the employee's supervisor or such other person nominated by the Group to act as the manager in respect of a particular matter.

## **PART B – YOUR OBLIGATIONS**

### **(b) What is unlawful direct discrimination?**

Unlawful direct discrimination occurs when a person, or a group of people, is treated less favourably than another person or group because of one or more characteristics. If this definition applies, direct discrimination can occur in decisions such as those relating to:

- recruiting, selecting or promoting staff;
- offering particular terms, conditions or benefits as part of employment;
- offering and providing training, including selecting who is offered training and the kind of training offered;
- offering redundancy;
- determining dismissal;
- offering access to educational services.

Direct discrimination can also occur if assumptions are made which result in a person or group being treated differently on the basis of one or more characteristics. The following examples of assumptions may be considered to constitute direct discrimination:

- that an older worker won't 'fit in' with a predominantly younger team;
- that a woman should not be sent on a training program because she might get pregnant soon and leave;
- that a person with a disability will not be able to use a computer or complete the requirements of a particular course;
- that a transgender person might make other employees or others feel uncomfortable.

### **(c) What is unlawful indirect discrimination?**

Indirect discrimination occurs when there is a rule or requirement that disadvantages one group more than another on the basis of one or more characteristics, unless it can be shown that the particular rule or requirement is reasonable in all the circumstances or is required to perform the inherent requirements of the job.

If this definition applies, indirect discrimination can occur in decisions such as those relating to:

- having a particular height restriction when this is not related to the inherent requirements of the job, as a height restriction may discriminate against women and some ethnic groups;
- requiring an applicant to speak and write fluent English when this is not required to carry out the essential requirements of the job or course.

## **PART B – YOUR OBLIGATIONS**

### **(d) What is unlawful harassment?**

Unlawful harassment occurs when a person, or a group of people, is intimidated, insulted or humiliated because of one or more characteristics. Unlawful harassment can arise as the result of a single incident as well as repeated incidents.

If this definition applies, harassment can occur through behaviour such as:

- telling jokes about particular racial groups;
- sending explicit or sexually suggestive emails or texts;
- displaying offensive or pornographic websites or screen savers;
- making derogatory comments or taunts about someone's race or religion, gender or sexual preference;
- asking intrusive questions about someone's personal life, including their sex life;
- creating a hostile working environment, for example, where the display of pornographic materials or crude conversations, innuendo or offensive jokes are part of the accepted culture.

### **(e) What is unlawful sexual harassment?**

Sexual harassment occurs if a person:

- makes an unwelcome sexual advance, or an unwelcome request for sexual favours, to the person harassed; or
- engages in other unwelcome conduct of a sexual nature in relation to the person harassed;

in circumstances in which a reasonable person, having regard to all the circumstances, would have anticipated the possibility that the person harassed would be offended, humiliated or intimidated.

### **(f) What is bullying?**

Bullying is repeated and unreasonable behaviour directed towards a person or group of people that creates a risk to health and safety.

Repeated behaviour is behaviour which occurs more than once and may involve a range of behaviours over time.

Unreasonable behaviour is behaviour that a reasonable person, having regard for the circumstances, would see as unreasonable, including behaviour that is victimising, humiliating, intimidating or threatening.

The following may be considered to be examples of bullying:

- verbal abuse or threats, including yelling, insulting or offensive language;
- unjustified criticism or complaints;
- deliberately excluding someone from activities;
- withholding information that is essential to perform a task properly;
- assigning impossible tasks, or meaningless tasks unrelated to the job, or giving someone the majority of unpleasant tasks;
- spreading misinformation or rumours;
- denying access to information, supervision, consultation or resources to the detriment of a person;
- physical abuse.

## **PART B – YOUR OBLIGATIONS**

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The following may also be considered to be examples of workplace bullying in relation to workers:

- setting unreasonable timelines or constantly changing deadlines;
- making threats or comments about job security without foundation;
- changing work arrangements, such as rosters or leave, to deliberately inconvenience a worker;
- excessive scrutiny at work.

The behaviours referred to above may:

- occur through any form of contact or communication: that is, in person, by telephone or email, through another person or by any other means;
- be directed at a single person or group of people and be carried out by one or more person;
- occur from managers to workers, between workers or clients, or from workers or clients to managers.

### **(g) What is not unlawful harassment or discrimination?**

The following conduct does not constitute unlawful harassment or discrimination:

- a person receiving reasonable comments or advice (including relevant negative comments or feedback) from managers and supervisors on the work of an individual or group;
- a person is not offered a job because, notwithstanding that reasonable adjustments have been made, they cannot meet the inherent requirements of the job;
- another applicant was preferred in a recruitment and selection or promotion process where they have better demonstrated the skills and experience to meet the required criteria of the job;
- the Group has gained an exemption, or the law otherwise permits the Group, to target a job at a particular group of people to help redress disadvantages that group may have experienced in the past;
- the Group implements specific equal employment opportunity or 'affirmative action' strategies, plans or programs designed to ensure genuine equal opportunities in the workplace, particularly in relation to groups that have been disadvantaged in the past.

Where unreasonable behaviour by a person or group against another person is not connected to a characteristic but is of a repeated nature that creates a risk to health and safety, such behaviour may instead or also constitute bullying.

## PART B – YOUR OBLIGATIONS

### (h) What is not bullying?

The following behaviours do not constitute bullying:

- a single incident of unreasonable behaviour. However, single or one-off incidents of unreasonable conduct can also cause a risk to health and safety and may breach other Group expectations and should not be ignored;
- reasonable management practices; or
- low level conflict as defined below.

Reasonable management practices include:

- a direction to carry out reasonable duties and instructions;
- a direction to comply with Group policies and procedures;
- setting reasonable goals, standards and deadlines;
- rostering and allocating reasonable working hours;
- transferring a worker for operational reasons;
- deciding not to appoint or promote a worker for reasonable reasons;
- performance managing workers in accordance with the Group's policies and procedures;
- providing informal and formal feedback regarding behaviour and conduct in a reasonable way;
- implementing organisational change or restructuring; or
- terminating a worker's employment or instituting other disciplinary measures in accordance with the Group's policies and procedures.

**Low level conflict:** Not all interpersonal conflict or disagreements will constitute bullying. People can and will disagree with each other. What differentiates low level conflict situations from bullying is whether there is a risk to health and safety and the reasonableness of the behaviour overall. Low-level conflict situations should not be ignored and should be resolved if possible.

## **PART B – YOUR OBLIGATIONS**

### **(i) Entitlements and responsibilities**

All employees have:

1. an entitlement to work in an environment free of harassment, bullying and discrimination;
2. subject to point 3 below, an entitlement to make a complaint about any harassing, bullying or discriminatory behaviour they are subjected to, or witness;
3. a responsibility to not knowingly misuse this policy including making a false accusation of harassment, bullying or discrimination;
4. a responsibility to ensure they do not promote or engage in harassment, bullying or discrimination;
5. a responsibility to comply with any reasonable instruction given by the Group regarding the prevention of harassment, bullying or discrimination including complying with this policy;
6. a responsibility not to victimise any person who raises a complaint.

Managers have an additional responsibility to:

1. treat employees under their supervision fairly and reasonably in compliance with the terms of this Manual;
2. intervene actively to prevent hostile work environments and/or stop harassing, bullying or discriminatory behaviour where it may occur, whether or not a complaint is received;
3. report any such behaviour to the Group.

Managers, with the support of Group management, are responsible for:

1. monitoring patterns of absenteeism, sick leave, staff turnover, grievances, injury reports and other such records to establish any regular patterns or sudden unexplained changes;
2. recognising any changes in workplace relationships between workers and or managers.

## **PART B – YOUR OBLIGATIONS**

### **11 MANAGING COMPLAINTS AND GRIEVANCES REGARDING BULLYING, HARASSMENT OR DISCRIMINATION**

#### **(a) Informal resolution**

As far as possible, parties should seek to resolve issues of bullying, harassment or discrimination informally by one of the following means:

- directly approaching the person (either on their own or with another person as a support person) they believe is responsible for the bullying, harassment or discrimination and:
  - telling them which behaviour they consider unreasonable and unacceptable;
  - asking them to stop or change their conduct; and
  - keeping a written record of this action;
- where an employee does not feel comfortable raising the matter directly with the person they believe is responsible for the harassment or discrimination, by raising the matter with their own manager;
- where the situation involves the employee's manager; by raising the matter with the next person of seniority in their area.

A manager who has concerns or becomes aware of conduct that may constitute bullying, harassment or discrimination, has an obligation to actively intervene to prevent such conduct continuing and may seek to resolve any concerns directly with the parties under this clause, if appropriate.

#### **(b) Making a formal complaint**

If an employee believes they have experienced or witnessed bullying, harassment or discrimination, and informal resolution is inappropriate or unsuccessful, they should make a complaint in a timely manner to their manager. The employee should attempt to put their complaint in writing with as much details as possible.

#### **(c) Preliminary assessment**

Where the complaint relates to the conduct of an employee or affiliate, the Group will firstly take steps to gather relevant information. The Group will then assess how the matter is to be progressed. This assessment may involve, where appropriate:

- convening discussions with the relevant parties;
- collating and reviewing any relevant documentary material; and
- referring the matter for internal or external investigation.

## **PART B – YOUR OBLIGATIONS**

### **(d) Local resolution**

Where the assessment determines that local resolution is appropriate, resolution may include but is not limited to:

- clarifying a misunderstanding;
- an apology;
- local facilitation or mediation between the parties;
- an agreed plan of action to avoid further incidents; and
- implementing awareness-raising or educational sessions about behaviour.

The manager may determine that guidance, counselling or a warning is given to a relevant party.

### **(e) Assessment when local resolution is unsuccessful or inappropriate**

Where attempts to resolve the matter at a local level are unsuccessful or considered inappropriate, the relevant manager will determine whether:

- the matter should be considered an employee misconduct matter;
- the matter should be referred to law enforcement or another public authority;
- the matter should be investigated; or
- any further action should be taken.

Circumstances in which a determination to take no further action may be made include where:

- the person who raised the concern or complaint has provided insufficient detail or evidence of the alleged bullying, harassment or discrimination to enable the matter to be properly investigated;
- the complaint is frivolous or vexatious;
- the complaint relates to alleged conduct that occurred more than 12 months before making the complaint and no further occurrence has happened in the ensuing 12 months.

### **(f) Principles for investigation and determination of complaints**

The following principles will apply to the investigation or determination of complaints of bullying, discrimination or harassment in a procedurally fair manner.

#### **(1) Natural justice**

The matter will be resolved quickly, sensitively, fairly, confidentially, and with a minimum of disruption. The complainant will have a reasonable opportunity to provide details of their complaint. A person who is the subject of an allegation of bullying, discrimination or harassment will be told what is alleged against them, and given a reasonable opportunity to put their case in reply.

#### **(2) No victimisation**

A person must not victimise or otherwise subject another person to detrimental action as a consequence of that person raising, providing information about, or otherwise being involved in the resolution of a bullying, discrimination or harassment concern or complaint.

## **PART B – YOUR OBLIGATIONS**



### **(3) Timeliness**

Matters will be addressed in a timely manner taking into account the relevant circumstances.

### **(4) Anonymous complaints**

In most circumstances, complainants will need to provide their name. The Group will not act on anonymous complaints unless:

- the complaint relates to a Group policy or procedure generally and not an individual respondent(s);
- it is not necessary for the respondent to be aware of the identity of the complainant in order to properly respond to the complaint; or
- there is independent documentary or other evidence supporting the complaint and the allegation can be tested fairly.

### **(5) Impartiality**

Decision makers or investigators must not have an actual or reasonably perceived conflict of interests or bias in regard to any of the parties to the complaint or its subject matter.

### **(6) Confidentiality**

Except as provided in (7) below, the following matters must not be disclosed to any other person, by any form of communication:

- the identity of the person raising the complaint, respondents and participants in a complaint or investigation;
- the information provided or collected during the consideration or investigation of the complaint;
- the fact a complaint has been made;
- any report, outcome or determination of a complaint.

## PART B – YOUR OBLIGATIONS

### (7) Disclosure of information

Information collected during the resolution of a complaint may be disclosed by the investigator or Group representative in the following circumstances:

**To obtain a response.** Information obtained in connection with resolution of a complaint, including information which may identify an individual as its source, may be disclosed to another participant in order to permit them to provide a proper response. Examples may include:

- identifying a party to a conversation in order to obtain details of that conversation; or
- where an individual's identity is apparent from a document (such as an email) that cannot be appropriately edited without loss of meaning.

**To prepare a report or letter.** As part of the resolution of a complaint, the Group may produce, or cause to have produced, a confidential report or letter for the Group setting out the findings of facts that have been made. This report or letter may:

- be provided verbally or in writing; and
- summarise or annex information or documents provided by individuals during the resolution of the complaint (including transcripts of interviews or written statements).

**To obtain assistance or advice.** Any report or letter, or information obtained through the resolution of a complaint may be disclosed by the Group to individuals within the Group if it is appropriate for that individual to receive the material in the proper performance of their duties.

- The Group may disclose material to its legal or other advisers or other third parties engaged to assist in the resolution of the complaint;
- Participants may disclose such material to their legal or financial adviser; provided the disclosure is made on a confidential basis and the advisers agree to comply with the requirements of these procedures.

**To ensure the safety and wellbeing of a participant.** Information may be disclosed by the Group where the Group needs to ensure the safety or wellbeing of a participant.

**To support people.** Support people present during an interview will be aware of information disclosed during the interview. Participants may also choose to disclose document(s) or information regarding the resolution of the complaint to any of the following, provided that the recipients agree to comply with the requirements of these procedures:

- their union;
- immediate family;
- qualified counsellor.

## PART B – YOUR OBLIGATIONS

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**In response to enquiries.** The Group may disclose information collected during the resolution of a complaint in response to enquiries from internal or external parties (including the media), provided that:

- any disclosure must be approved by the relevant Manager;
- disclosure will only be approved where, in the opinion of the Manager, the person making the enquiry has legitimate grounds to seek such information;
- to the extent possible, such disclosure is made without naming the individuals concerned in the complaint or disclosing the particular conduct alleged in the complaint or the respondent's response; and
- such disclosure is consistent with this Code.

**Legal requirements.** The Group may disclose information collected during the resolution of a complaint if required to do so pursuant to any legal requirements.

### (8) Mediation or conciliation

Parties to a complaint of bullying, discrimination or harassment may agree to participate in a mediation or conciliation in an attempt to resolve the complaint. All parties are entitled to bring a support person to a mediation or conciliation. The mediator or conciliator may, where appropriate, also allow the participants to bring a representative to the mediation or conciliation. The role of such support persons or representatives will be determined by the mediator or conciliator.

Any such mediation or conciliation will be conducted on a “without prejudice” basis to enable the parties to openly discuss the resolution of the matter. This means that:

- any information disclosed during the mediation or conciliation must be kept confidential;
- the participants must not use information gained during or in connection with the mediation or conciliation (including any admissions, offers, concessions or statements made by parties) in any other forum, including in any legal or regulatory proceedings.

### (9) Matters involving possible criminal conduct

If the Group becomes aware that a matter involves possible criminal conduct, the Group must seek legal advice as soon possible, and take no further steps until the advice is received. Conduct will be referred to the police if:

- it could, if proven, amount to a serious indictable offence; or
- legal advice determines that referral to the police is required.

If a matter is being considered by the police, the Group will appoint a representative to be responsible for liaison with the police, and will determine the extent to which any Group resolution process or investigation can proceed.

The relevant Manager may direct that a person involved in conduct that could, if proven, amount to criminal conduct:

- not attend work; or
- be suspended from their employment.

## **PART B – YOUR OBLIGATIONS**

If, after discussions with police, the Group resolution process or investigation proceeds:

- any record documenting the outcome of the process must state that the findings have been made on the balance of probabilities and do not constitute findings for the purpose of criminal law; and
- any communications about the outcome must be legally approved and comply with the Group's privacy policies.

### **(g) Vexatious complaints**

A person must not:

- make a vexatious or malicious complaint; or
- make a complaint without reasonable cause.

If a manager or investigator believes that a person has made a vexatious, malicious or false complaint of bullying, harassment or discrimination, these procedures will also apply to the determination of whether a vexatious, malicious or false complaint has been made.

### **(h) External assistance and advice**

The Group will make every reasonable effort to resolve bullying, harassment and discrimination concerns and complaints internally. However, if a person alleges that he or she has been bullied, harassed or discriminated against by a visitor or other person over whom the Group has no jurisdiction, the Group may be required to refer the person raising the concern or complaint to an external complaints procedure or to another agency. Employees may also elect to contact (if relevant) the Fair Work Commission, Human Rights Commission, Anti-Discrimination Board, SafeWork NSW or their union to obtain advice or assistance, or make a complaint, in relation to bullying, harassment or discrimination

## **12 OTHER EMPLOYMENT PRACTICES**

### **(a) Group reputation**

Employees must not act in any way that could cause harm to the Group's reputation or market position during or after their employment. Employees have a duty to act in a manner that merits the continued trust and confidence of the public.

### **(b) Securities trading**

The Group is committed to upholding fair and ethical securities trading practices complying with all laws and avoid any conflicts of interest.

Employees must not:

- use any price-sensitive information (which is not generally available to others) in deciding whether or not to buy or sell the Fund's securities;
- deal with the Fund's securities when in possession of price-sensitive information about the Fund which has not been publicly disclosed; and
- act contrary to the Group's Policy in dealing in securities (which provides guidance on when employees are likely to possess price-sensitive information).

You should familiarise yourself with the Group's Policy in dealing in securities and ensure you act in accordance with it in conducting any dealing in the Fund's securities.

## **PART B – YOUR OBLIGATIONS**

### **(c) Bribes, inducements and commissions**

You must not pay or receive any bribes, facilitation payments, inducements or commissions (this includes any item intended to improperly obtain favourable treatment or avoid unfavourable circumstances).

You must not give or receive any unreasonable gifts (see section 5 of Part B – ‘Conflicts of interest’) or otherwise act in an unethical way. Remember that agreeing not to act may have the same ramifications as acting in an unethical way.

### **13 COMMUNITY**

#### **(a) Contribution to the community**

The Group is a responsible corporate citizen and actively supports the communities in which we live and work. Each employee is expected to uphold the Group’s commitment to pursue good corporate citizenship while engaging in its corporate activity.

You must abide by all local laws and regulations, and are expected to respect and care for the environments in which the Group operates.

The Group supports and encourages you to actively contribute to the needs of the community. If you wish to make such a contribution (such as donations or sponsorship) on behalf of the Group, consult your Manager for approval.

#### **(b) Environment**

The Group is committed to doing business in an environmentally responsible manner and identifying environmental risks that may arise out of its operations.

If you are aware of, or suspect, an action that is not environmentally responsible or in breach of the applicable laws and regulations, report the matter in accordance with this Code.

#### **(c) Politics**

You may voluntarily participate in the political process as an individual. We ask that you do not engage in actions that could cause someone to believe that your actions reflect the views or position of the Group, if that is not the case.

## **PART B – YOUR OBLIGATIONS**

### **14 WORK, HEALTH AND SAFETY**

This policy applies to all employees at any time that they are performing work at Group premises, performing work elsewhere on behalf of the Group or attending an event in connection with the Group.

The Group will use its best endeavours to meet its commitments to health and safety by:

- providing information, instruction and training to enable employees to work in a way that is safe and minimises risks to health;
- identifying areas that pose a risk to health and safety and mitigating that risk as much as reasonably practicable;
- providing premises, systems of work and equipment that are safe and minimise risks to health and safety;
- putting strategies in place which prevent incidents which may put people at risk or injure them;
- ensuring that all suppliers and contractors identify health and safety risks in a proactive manner and seek to eliminate them or minimise them as much as possible (where elimination is not practical);
- setting safety performance objectives and targets and monitoring and reporting on them on a regular basis;
- fostering a culture of health and safety through consultation and HTCooperation with employees; and
- reviewing and improving policies and practices and management systems on a regular basis.

As an employee, you have a general, personal responsibility for work health and safety and must:

- work intelligently, with common sense and foresight;
- take reasonable care for their own health and safety, and that of others;
- comply with instructions in relation to work health and safety;
- adopt and use safe work practices;
- promptly report work related hazards, injuries and incidents;
- participate in work health and safety training and discussion; and
- co-operate with work health and safety inspections, audits and investigations and emergency procedures.

Misusing controlled substances or alcohol or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs on the job will not be tolerated.

## **PART C – EMPLOYEE ENTITLEMENTS AND WORKPLACE PROCESSES**

### **1 EMPLOYEE LEAVE ENTITLEMENTS**

#### **(a) Entitlement to leave**

Employees are entitled to annual leave, personal/carer's leave, community services leave, and compassionate leave in accordance with the National Employment Standards set out in the *Fair Work Act 2009* (as amended from time to time) or any applicable industrial instrument.

Currently, the National Employment Standards provide that full-time employees are entitled to:

- 4 weeks (or 20 working days) annual leave per year of service;
- 10 personal/carer's leave days per year of service;
- 2 days of compassionate leave on each eligible occasion.

For part-time employees, leave is provided on a pro-rata basis.

Employees can take community service leave for certain activities such as voluntary emergency management activities and jury duty. Employees are entitled to take community service leave while they are engaged in the activity and for reasonable travel and rest time. There is no limit on the amount of community service leave an employee can take.

#### **(b) Parental leave**

Employees are entitled to Parental Leave in accordance with the National Employment Standards set out in the *Fair Work Act 2009* (as amended from time to time).

Currently, the National Employment Standards provide that employees with at least 12 months' continuous service are entitled to 12 months' unpaid parental leave with the ability to apply for up to an additional 12 months' unpaid leave. This leave is available if the employee will have responsibility for the care of the child.

Unpaid parental leave is also available to casual employees who have been engaged on a regular and systematic basis for at least 12 months and have reasonable expectation of ongoing employment on a regular and systematic basis.

Employees must give written notice of the taking of Parental leave, generally at least 10 weeks before starting the leave. The notice must specify the intended start and end dates of the leave. At least 4 weeks before the intended start date specified in the notice, the employee must confirm the intended start and end dates of the leave or advise of any changes.

Employees may apply for other kinds of leave while taking unpaid parental leave (other than paid personal/carer's leave, compassionate leave or community service leave).

An employee may perform work during their parental leave on a 'keeping in touch day'. Such work is subject to mutual consent and subject to restrictions in the National Employment Standards.

## **PART C – EMPLOYEE ENTITLEMENTS AND WORKPLACE PROCESSES**

On ending unpaid parental leave, an employee is entitled to return to the employee's pre-parental leave position or, if that position no longer exists, an available position for which the employee is qualified and suited nearest in status and pay to the pre-parental leave position.

If an employee is on unpaid parental leave and the Group makes a decision that will have a significant effect on the status, pay or location of the employee's pre-parental leave position, the Group will take all reasonable steps to give the employee information about, and an opportunity to discuss, the effect of the decision on that position.

An employee may apply to return to work from parental leave earlier than the leave dates agreed if the pregnancy terminates without the birth of a living child or the Employee gives birth to a living child but the child later dies.

An employee may apply to extend their period of approved parental leave no later than four weeks before the end of their existing period of approved leave. Extended leave may be granted subject to operational needs and subject to the total period of leave not exceeding 104 weeks from the date of commencing leave. Applications to extend a period of parental leave beyond 52 weeks may be refused by the Group on reasonable business grounds.

The Australian Government Paid Parental Leave scheme is also available to working parents. For more information regarding this external entitlement, employees are encouraged to call Centrelink on 136 150.

### **(c) Long Service Leave**

Employees are entitled to paid long service leave under the relevant legislation. Currently, the *Long Service Leave Act 1955 (NSW)* provides that employees are entitled to two months' leave after ten years' continuous service.

### **(d) Study leave**

Some employees may be entitled to additional paid leave for the purpose of attending to matters connected to their study. The parameters of any entitlement to study leave will be determined in accordance with the employee's contract of employment.

### **(e) Leave without pay**

Any request for leave without pay will be considered on a case-by-case basis subject to operational requirements. Employees must exhaust their annual leave entitlement before applying for this option.

### **(f) Unauthorised absences and lateness**

Employees are expected to attend for work punctually. Unexplained absences or repeated lateness will not be tolerated and may result in disciplinary action.

### **(g) Applying for leave**

If you are unable to report for work, or if you will be late coming to work or have to leave early, you must notify your Manager as soon as you are aware of the situation, preferably by telephone.

For personal leave of more than 2-days duration, or on working days before or after a public holiday, a medical certificate is required to be submitted. The Group may request a medical certificate for single day absences.

All leave notifications except personal leave, worker's compensation leave, and compassionate/bereavement leave require one month's prior notice. (In the case of urgent/unforeseen circumstances, shorter notice will be accepted.)

All leave (except workers' compensation leave) applications require the approval of the employee's manager.

## **PART C – EMPLOYEE ENTITLEMENTS AND WORKPLACE PROCESSES**

### **2 FLEXIBLE WORKING ARRANGEMENTS**

Employees may be able to apply in writing for flexible working arrangements in accordance with section 65 of the *Fair Work Act 2009*.

To be eligible you must have worked for the Group for at least 12 months on a full-time or part-time basis. Currently the Fair Work Act provides that employees are eligible to request flexible working arrangements in the following circumstances:

- you are a parent, or have responsibility for the care of a child who is of school age or younger;
- you are a carer (within the meaning of the *Carer Recognition Act 2010*);
- you have a disability;
- you are 55 or older;
- you are experiencing violence from a member of your family; or
- you provide care or support to a member of your immediate family or household who requires care or support because they are experiencing violence from your family.

Any flexible working requests should be made in writing to your immediate supervisor. Your supervisor will consider the request in the context of operational requirements and respond to you in writing within twenty one (21) days of receiving the request. The Group may refuse a request on reasonable business grounds.

