



**EUMUNDI GROUP LIMITED**

**CODE OF CONDUCT**

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### **WHAT IS THIS CODE OF CONDUCT?**

This Code of Conduct sets the minimum standards of ethical behaviour expected of everyone engaged directly or indirectly by Eumundi Group Limited. Ethics are a set of principles by which behaviour can be judged to be right or wrong. Our Code describes the behaviour we believe in and commit to, both individually and collectively. The Board of Directors of Eumundi Group Limited is of the opinion this Code also matches or exceeds Australian Stock Exchange (ASX) Corporate Governance Compliance Guidelines for listed entities that commenced on 1 July 2003.

### **WHO THIS CODE OF CONDUCT APPLIES TO**

Eumundi Group Limited, its' subsidiary entities, directors, employees and contracted entities are each responsible for ensuring that their personal conduct is consistent with the standards described herein. **In this Code the terms "employee", "our", "ourselves", "us" and "we" include directors, award and contract employees, and contracted entities without exception.**

In the event our standards are compromised by anyone's behaviour, disciplinary action, including dismissal or contract termination, may result.

### **STATEMENT OF OUR ETHICS**

Eumundi Group Limited and all of its subsidiary entities (Eumundi or the Company) conducts its' business with integrity, honesty and fairness and in compliance with all relevant laws, regulations, codes and corporate standards. All directors, employees and contractors amongst others personally commit to the highest ethical standards of behaviour in their dealings with customers, Eumundi , and with each other. Our leaders encourage a culture in which ethical conduct is recognised, valued and exemplified at all levels.

Eumundi aims to be a good corporate citizen, high performance organisation, innovative, competitive and responsive in our markets. A reputation for integrity, honesty, courtesy and fairness in our dealings with all our stakeholders including shareholders, customers, suppliers, staff and the public is essential.

### **OUR CORPORATE VALUES**

Our Corporate Values provide the foundation for this Code of Conduct and apply at all levels. They guide our thinking, actions and decisions; indicate what we stand for and how we will behave towards each other. Our Values are:

- Respecting the rights and expectations of shareholders and facilitating the effective exercise of those shareholder rights.
- Being committed to customers.
- Recognising and developing capability.
- Sharing business understanding.
- Ensuring participation and involvement.
- Creating and maintaining a safe and healthy work environment.
- Being open and fair.
- Setting high standards.
- Taking accountability.
- Acknowledging achievement.
- Encouraging flexibility and adaptiveness.

## **CUSTOMER SERVICE**

Eumundi places the highest priority on customers. We commit to:

- Providing our customers with responsible service (see below for further information).
- Providing our customers with the products and services they want at the highest standards of quality consistent with sound commercial principles.
- Keeping up-to-date with new products, services and processes.
- Ensuring that customers feel welcome and valued.
- Displaying a professional image through premises and personal presentation including dress and, where provided, wearing corporate clothing.
- Maintaining the privacy of customer and business information.

## **RESPONSIBLE CUSTOMER SERVICE – LIQUOR & GAMING**

Eumundi is committed to the responsible service of alcohol and gaming. Our venues encourage the responsible consumption of alcohol to promote enjoyment for all patrons. We believe our venue employees are trained in the responsible service of alcohol and gaming and we maintain and enforce venue House Policies to this effect that comply with or exceed statutory licensing requirements.

## **WORKPLACE RELATIONSHIPS**

Eumundi is committed to equal employment opportunity regardless of race, colour, nationality, religion, sex, age, disability or marital status and selects and promotes employees according to merit. Our relationships and decisions are characterised by integrity and fairness and a desire to work together. We commit to:

- Treating everyone with courtesy, patience and respect and not causing disadvantage, discomfort or embarrassment to fellow employees or colleagues.
- Contributing to an atmosphere in which diversity of constructive opinion, perspective and culture is valued and encouraged.
- Contributing to continuous improvement through the exchange of information, opinions and ideas.
- Being adaptable and having a positive approach to change by supporting new ideas, programs and practices that benefit the business and its stakeholders.
- Ensuring that there is no direct or indirect discrimination or harassment.

## **WORK PRACTICES AND PERFORMANCE**

Honesty and high performance standards will prevail. We commit to:

- Being aware of, and complying with, Eumundi policies and all applicable laws, industrial awards and agreements governing our business conduct, and seeking clarification if needed.
- Ensuring, to the best of our knowledge, that all declarations or statements relating to Eumundi are true and correct.
- Consistently performing work to an agreed or prescribed standard or higher.
- Exercising due care in our work.
- Attending work reliably and on time, consistent with the hours of duty arrangements and advising of inability to attend and absences during duty, in accordance with the correct procedures.
- Acting and behaving in a manner that never intentionally causes damage to Eumundi's business interests, employee relations or public reputation.
- Not engaging in conduct that intimidates, offends or damages the property of other employees, customers, suppliers or the public.
- Not engaging in any transaction at the workplace between employees whereby interest, money or kind is charged or paid.

## **WORK ENVIRONMENT**

Eumundi is committed to a safe, healthy and secure work environment for all employees. We commit to:

- Performing all work safely.
- Using safe work practices and safety protection equipment as trained and instructed.
- Immediately reporting incidents and hazards using the established processes.
- Ensuring our own or others' work performance and safety is never impaired by alcohol or medically prescribed or over the counter drugs. This is particularly important where food and beverage handling and the operation of machinery, vehicles or equipment are involved.
- Not using or possessing illegal drugs at the workplace.
- Not consuming alcohol while on duty except in the case of an authorised business related or social activity.
- Not gambling or betting in the workplace while on duty or off duty (except for authorised workplace sweeps and tipping competitions).

## **ENVIRONMENTAL CARE**

We recognise our responsibility to maintain and protect the environment and will comply with relevant legislation. We will consider the impact of our activities, especially resource usage, waste disposal and use and storage of chemicals, on the environment and the local community, and minimise any adverse effects.

## **CONFLICT OF INTEREST**

A conflict of interest exists where loyalties are divided between Eumundi's interests and interests of others or our own. We will avoid using our position to favour a third party and or ourselves or situations in which this might be inferred. Some examples of situations to be avoided include:

- A commercial or personal interest in the result of the decision.
- An association or relationship with a third party who has an interest in the result of a decision.
- Disclosure or allowing disclosure of information collected during the course of business to any unauthorised party. (This can also amount to a breach of the law and see share dealings below)
- Acceptance of a significant gift or benefit from someone who has, or seeks, a contractual relationship with Eumundi.
- Decisions relating to sale to or purchase from a business in which we (or an immediate family member or personal friend) hold a direct or significant indirect interest (except where this is approved by the Board of Directors pursuant to relevant laws and or accounting standards).
- Involvement in the recruitment or selection of an immediate family member.

Employment of immediate family is permitted, but not where an employee is the family member's line supervisor or can directly influence employment conditions, career path or performance assessment. Where a conflict exists or may be inferred, we will inform our immediate manager and declare it in writing to the appropriate manager. The employee may be required to abstain from associated decision making. If circumstances change after the initial disclosure, any new or additional facts must also be disclosed.

If you are unsure of your position, you must immediately raise the matter with the senior manager at your workplace or an appropriate higher level authority.

## **SUPPLIERS**

We will be lawful and fair in all supplier relationships. We will avoid placing ourselves in situations of potential conflict of interest in any supply decisions and will comply with our procurement policy. Suppliers can expect relationships with us to be friendly and conducive to the prompt and proper handling of any business issues that arise.

## **GIFTS, BENEFITS AND ENTERTAINMENT**

We will exercise the utmost care in giving or receiving gifts or benefits from suppliers, customers or other Eumundi employees. We must never seek or appear to expect any benefits or gifts. The nature of any transactions must be such that public disclosure would not be embarrassing to Eumundi or the recipient. Compliance is particularly important having regard to the entertainment nature of Eumundi's business.

This applies to direct and indirect provision of goods and services, personal favours and entertainment, meals or travel. Under no circumstances are gifts of money to be offered, accepted or sought. Giving and accepting token, seasonal or special occasion gifts or benefits is only acceptable where the gifts are of nominal value and cannot reasonably be construed as an improper inducement.

Meals and entertainment are to be accepted or extended only when such occur in the normal course of business dealings and are not excessive and could not be construed to compromise an employee's ethics and judgment. If you have doubts as to whether a gift or benefit is appropriate, consult your senior manager or an appropriate higher level authority.

## **OUTSIDE EMPLOYMENT**

We must not engage in outside employment or in the private practice of a profession, occupation or trade, if such involvement could:

- Adversely affect our attendance for duties at Eumundi .
- Represent a conflict of interest with our normal duties or with the commercial business objectives of Eumundi . (also see above for the Company's conflict of interest interpretation)
- Adversely affect our performance (including where likelihood exists of injury or aggravation of an injury or condition that could affect performance or result in sick leave/retirement).
- Bring Eumundi into disrepute.
- Lead to wrongful disclosure of information.

An employee may act as a director of a company or incorporated society, trust, fund or community or industry association, only in accordance with the following:

- Where there will be no conflict, or appear to be any conflict, between official duties with Eumundi and the duties of the directorship.
- At the request or with the consent of the Board of Directors, and in accordance with any conditions specified.
- In accordance with the requirements of official duties in Eumundi .

The responsibility rests with us to evaluate any outside employment or directorship against the criteria above. If you have doubts about the acceptability of the proposed outside employment, seek immediate written approval from an appropriate higher authority.

## **CORPORATE RESOURCES AND ASSETS**

We are responsible for the safeguarding and correct use of corporate property under our control including information and intellectual property. Permission is required before taking corporate property for private use. When using corporate property for authorised private purposes, the following applies:

- The equipment must be kept secure, properly cared for and serviced.
- It must be used in the employee's own time with the employee concerned providing all consumables used.

Corporate vehicle use must comply with current Company policies. Corporate e-mail and Internet service use is restricted to business purposes and must comply with current policy. Corporate credit card use must comply with current policy and must never be for personal transactions.

Corporate property must not be used for personal gain nor may others be knowingly assisted in such use.

## CONFIDENTIALITY OF INFORMATION

All information relating to Eumundi business in any form must be considered confidential and not used for any purpose other than official duties unless Eumundi has made the information public.

Information about Eumundi , its shareholders, customers or suppliers; which has the potential to provide a competitive or financial advantage or relates to a stakeholders business, must be restricted to relevant Eumundi employees or professional advisors, and not be disclosed under any circumstances to an outside or third party without the approval of the Company Secretary or the Board of Directors.

The *Privacy Act 1988* governs the release of personal information by Eumundi and its employees. Where Eumundi has possession or control of personal records, its employees must not disclose the information to any person or entity (other than the individual concerned) unless:

- The individual concerned understood at the time of disclosing the personal information to Eumundi that the information would normally be passed to another person or entity.
- The individual has consented to the disclosure. (Written details need to be recorded by Eumundi .)
- Eumundi believes that the disclosure is necessary to prevent or to lessen a serious or imminent threat to life or health of the individual concerned or of another person.
- The disclosure of the information is required or authorised by law.

After ceasing employment with Eumundi , we have a continuing obligation to safeguard confidential information and must return all documents, records and other property in our possession.

## SHARE DEALING IN EUMUNDI

Eumundi encourages its employees to become shareholders in the Company. However, when we trade in shares of the Company it is important to ensure that these transactions do not reflect badly on either ourselves or the Company. This Code is designed to ensure that we do not deal in shares of the Company at inappropriate times or in inappropriate circumstances. **Note:** Directors of Eumundi are subject to a separate Company Ethics Policy that deals specifically with this subject and those regarding ASX “continuous disclosure” requirements in greater detail.

When buying or selling shares in the Company, we must ensure that we do not contravene the “insider trading” provisions contained in Part 7.10 of the *Corporations Act 2001 (Cwlth)*. “Inside information” is information that is not generally available which could reasonably be expected to have a “material effect” on the price or value of securities of a body corporate.

Information is taken to have a “material effect” on the price or value of a security if it would be likely to influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy, or sell the securities. Thus, to constitute “inside information” the information must be **both** “price sensitive” and not generally available. The Australian Corporations Law inter alia prescribes criminal penalties for breaches of these obligations.

Eumundi ’s policy regarding dealings by us in the Company’s shares is that we should never engage in short term trading and we should not enter into transactions in the following circumstances:

- When we are in possession of “price sensitive” information not yet released by the Company to the ASX / market; or

- For a period of twenty-one (21) days prior to release by the Company of half yearly and annual reports or such shorter period as may be approved of by the Board of Directors.

However, we will generally be permitted to engage in trading at the following times:

- For a period commencing two (2) Business days after the release of half yearly and annual reports to the ASX / market; and
- For a period commencing three (3) Business days following the release of “price sensitive” information to the ASX / market which allows a reasonable period of time for the information to be disseminated among members of the public.

Even at these times there could be occasions when it is not proper for us, because of our knowledge, to buy or sell Eumundi shares. If in doubt those concerned should immediately seek the prior approval of the Company Secretary or the Board of Directors as appropriate.

## **PUBLIC COMMENTS AND RELEASE OF CORPORATE INFORMATION**

We will not make public comments or disclose corporate information on behalf of Eumundi, unless these comments have been authorised through the Company Secretary or the Board of Directors.

Public comment includes speaking engagements, interviews, and views expressed to the media or in any publication.

## **BREACH OF THIS CODE OF CONDUCT**

Behaviour in breach of this Code of Conduct is damaging to the business, shareholders interests and to public and work relationships. Action or omission that contravenes this Code constitutes misconduct and will be subject to counselling or disciplinary action appropriate to the circumstances and seriousness of the behaviour. Disciplinary action may include dismissal or contract termination.

If the conduct involves non-compliance with relevant laws, it will normally also be referred to the Company Secretary, or the Board of Directors, or to the appropriate law enforcement authorities.

## **WHAT TO DO IF YOU HAVE A CONCERN**

If you have a concern or suspect a breach of the Code of Conduct involving anyone who this Code applies to (see page 2 for definition of who it applies to), you should without exception immediately inform a higher level manager or other authority as appropriate. That higher level authority must immediately report details to the Company Secretary and or the Board of Directors as appropriate.

## **PROTECTION WHEN REPORTING A BREACH**

A person who is named or implicated in a disclosure of a suspected breach of this Code of Conduct will not be permitted to victimise anybody making the disclosure. All reasonable steps will be taken by Eumundi to provide any person who has reported a suspected breach of this Code of Conduct, with protection against discrimination or retaliation.

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