



SECTION FIFTEEN CODE OF CONDUCT AND EQUAL OPPORTUNITIES

THE HONGKONG AND SHANGHAI HOTELS, LIMITED

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15.1 POLICY

The Hongkong and Shanghai Hotels, Limited and its subsidiaries (“The Company”) believe that honesty, integrity and fair play are vital to its business. The Company has a history of succeeding through honest business practices and fair competition. The Company does not seek competitive advantage through illegal or unethical business practices. It competes for business based on the price and quality of its products and services, and awards business on the same basis. Simply put, the business activities of the Company will be conducted in an ethical manner and in compliance with all of the applicable laws of each country in which the Company operates.

As well, the Company recognises the rights of every individual, and is committed to providing an environment that welcomes diversity and provides equal opportunities free from discrimination, harassment and victimisation.

The Company encourages and enables employees to raise serious concerns through its grievance and reporting of misconduct processes. It does so by ensuring compliance through training and audits.

15.2 RECOGNITION OF FUNDAMENTAL HUMAN RIGHTS

As a preamble to the Code of Conduct and Equal Opportunities policies, the Company would like to state its broad acknowledgement and recognition of the Universal Declaration of Human Rights, as set out by the United Nations in 1948. The Company is committed to conducting its business in a manner consistent with these principles and to protect human rights anywhere within the Company’s sphere of influence. Broadly, these principles include the protection of the rights of children and the elimination of any form of forced or bonded labour.

With regard to the former, the Company denounces all forms of child exploitation including the recruitment of child labour and the sexual exploitation of children. The Company will ensure no breaches of the law in this regard. With regard to the latter, the Company adopts non-discriminatory practices and embraces diversity in all aspects of its Operations.

15.3 CODE OF CONDUCT

This Code of Conduct (“the Code”) sets out the standards of behaviour expected from employees and how they are to conduct themselves with honesty, integrity, fairness and professionalism at all times. Acts of dishonesty or corruption, or unfairly advantaging or disadvantaging any individual or group of employees, will not be tolerated.

The remainder of this sub-section provides a set of standards on how to handle different situations in business dealings.

15.3.1 Bribery and Accepting Advantages

Prevention of Bribery

Any employee soliciting or accepting an advantage in connection with their work, without the permission of the Company, commits an offence under the local laws and the Company’s regulations subject to Clause 15.3.2.

The term “advantage” is defined to include (but is not limited to) money, gifts, gratuities, hospitality, loans, fees, rewards, office, employment, contracts, services, entertainment, accommodations, and favours. All Operations should make themselves aware of any laws relating to corrupt practices, bribery, etc.

Actions, practices or procedures that might conceal or otherwise indirectly facilitate bribery or other illegal improper payments are also against Company policy.

Soliciting and Accepting Advantages

The Company is committed to conducting business without undue influence, and it is the Company’s policy to prohibit employees from soliciting any advantage from clients, suppliers or any person connected with Company business.

Employees should act in a fair and impartial manner in all business dealings. In deciding whether to accept an advantage, employees are expected to use good business judgement and to seek appropriate authorisation if in doubt.

Employees should decline advantages offered in connection with their work, if the acceptance of such advantages could affect their objectivity, induce or potentially influence them to act against the Company's interests, or lead to complaints of bias. Employees may consider accepting voluntarily-given advantages only if;

- (1) The acceptance would not cause any reasonable likelihood of improper influence on the performance of the recipient, and
- (2) The recipient will not feel obliged to do something in return for the offerer, and
- (3) The nature and the value of the advantage is such that refusal could be seen as unsociable or impolite (for example, promotional and customary gifts, or lucky money given during festive occasions).

In the above three scenarios, the employee may accept the advantages only if they are of nominal and non-cash value of less than HK\$500 (or equivalent value in other currencies), and not repeated on a frequent basis. If the value is between HK\$500-HK\$2500 (or equivalent value in other currencies), a direct manager's approval is required before acceptance. Any amount higher than HK\$2500 (or equivalent value in other currencies) requires an Executive Director's approval before acceptance.

If an employee has any doubt as to whether a gift or benefits of service are acceptable, the employee should refer the matter to their direct manager. In addition, the employee must declare any acceptance of advantage valued above HK\$500 (or equivalent value in other currencies) in writing to their manager using the form "Report on Gifts Received", and above HK\$2500 (or equivalent value in other currencies) to the Executive Directors with a copy to the Corporate Legal Counsel. The relevant form is provided at the end of this section.

Suppliers who repeatedly offer advantages to Company staff should be reported to Corporate Legal Counsel, who should bring it to the attention of Group Management Committee (GMC)/ Executive Directors.

15.3.2 Entertainment and Hospitality Industry Practice and Offering Advantages

Tips and Gratuities

Tips and gratuities in connection with job performance are a common and somewhat unique practice of the hospitality industry. They may be accepted from guests and customers by employees whose job function customarily involves such tips or gratuities, but should never be actively solicited.

Complimentary and Discounted Services

Similarly, complimentary and discounted services (e.g. accommodation and meals) are common in the hospitality industry, and are acceptable forms of business and social behaviour. However, employees should turn down invitations to meals, entertainment or other offers of complimentary and discounted services that are outside the normal course of business and excessive in nature or frequency, so as to avoid embarrassment or loss of objectivity when conducting Company business. Under no circumstance should an employee accept undue hospitality which is not common in the industry.

Head Office and Operations are to determine the appropriate levels of complimentary and discounted services for employees and the appropriate declaration procedures of such levels.

Offering Advantages

The Company is committed to fair competition. It is therefore the Company's policy to prohibit employees from offering advantages to any person or company for the purpose of influencing such person or company in business dealings, except in accordance with the following. Any advantage given must be in the course of conduct of the Company's business and should be of a limited value. It must be provided strictly in accordance with all relevant directions and policies in place in the relevant group company in the relevant location, as varied from time to time, and is subject to the thresholds outlined in annual operating budgets. If required by Company Management Authority Manual (CMAM), the provider must obtain prior written approval.

This generally means that limited advantages, such as free room nights and gifts for guests, may be offered in accordance with normal industry practices and in valid business relations in that location; but this is always subject to appropriate authorisation and policies from time to time in place. Further information is available in the CMAM, Section G dealing with disbursements for gifts and Section I with complimentary room nights.

Offering Advantages to Public Officials

Many governments and political jurisdictions have laws restricting what are defined as gifts to government representatives which may include (but are not limited to) discounts, entertainment, hospitality, accommodation, or meals. No employee shall therefore offer or extend to any government official anything of value without having first consulted either with their General Manager or Directors of the Company. Contact with government officials must never be conducted in a way that would be in violation of applicable laws or regulations or could cast doubt on the Company's integrity.

However, branded promotional or advertising items bearing the Company logo, customary non-monetary gifts of up to HK\$1500 (or equivalent value in other currencies), such as cakes, food and chocolates, or monetary gifts such as lucky money given during the festive occasions (under HK\$100 or equivalent value in other currencies) are allowed to foster good customer and business relationships.

Making Political Contributions

The Company prohibits any direct or indirect contributions on its behalf to political parties. The definition of political contributions includes contributions as explicit as company funds, or more indirect such as the use of an employee's time to support political activities on behalf of a political party during working hours, company vehicles, property, telephones, copy machines or other Company assets made available to a candidate, political party or campaign.

Political Lobbying

No representatives of the Company shall engage, directly or indirectly, in any political "lobbying" activities.

15.3.3 Use of Proprietary Information

Information is one of the Company's most valuable assets. All employees have an obligation to manage information in such a way as to protect that information, either during or after employment with the Company. Information also includes that learned about suppliers, competitors and customers, any databases relating to the business of the Company, and all policies and procedures in relation to every aspect of the business. Furthermore, information which employees create or acquire while performing their duties is the property of the Company. It is our basic position that employees ensure all such information retains its essential confidential nature, and that even non-confidential information is nonetheless handled in a manner that broadly preserves its value wherever possible.

Employees are not allowed at any time to disclose any proprietary information, either during or after the termination of employment, to anybody outside the Company without permission. Such information may relate to any aspects of the Company including, but not limited to, its business, operations, employees and directors, guest and customer data, or trade secrets which have or may in future come to their knowledge. Proprietary information also includes investment strategies, sales and marketing plans, new products, financial projections, patent applications, clientele database, and copyrighted materials.

It is the responsibility of each employee who has access to, or is in control of, proprietary information to provide adequate safeguards or confidentiality undertakings to prevent its abuse or misuse. Examples of misuse include but are not limited to disclosure of information in return for monetary rewards, use of information for personal interest, and disclosure of information to sabotage the Company interests.

All such confidential or proprietary information held or kept in any format must either be returned to the Company or destroyed at its request upon termination of employment. All confidential information of the Company or its subsidiaries will remain its sole property.

“Need to Know”

Confidential or proprietary information should be revealed to other employees only if they need to know the information to perform their business duties or it is considered by the Operation’s General Manager or Directors of the Company to be conducive to business. Confidential or proprietary information should only be revealed outside the Company if needed in connection with the Company’s business, and only if a Non-Disclosure Agreement is executed by the recipient, or other protective steps are taken to ensure confidentiality is maintained.

Retention of Records

Certain records of company information, in hard or electronic copy, are required to be retained for various specified periods of time for legal and regulatory reasons. Each business unit of the Company should make itself aware of, and review carefully, company policies governing record retention periods, including that required by local legal jurisdictions.

15.3.4 Illegal Practices

Employees shall not, in the course of discharging their responsibilities and duties, engage in any activity which involves the Company in a violation of any law, rule or regulation. In case of any doubt, the legal opinion of the Corporate Counsel (or local counsel) must be obtained prior to action.

15.3.5 Conflict of Interest Situations

Conflict of interest situations arise when the personal interests of employees compete or conflict with the interests of the Company. Employees should avoid conflict of interest situations, actual or potential, which may compromise the integrity of the employees and put the Company's interests or reputation at stake.

The most common types of conflict of interest situations that employees may be involved in include but are not limited to:

- Having undeclared financial interest, family or other in any supplier, contractor or party that does business with the Company;

- Offering assistance to the Company's competitors through taking on employment with them on any basis;
- Engaging covertly in production of services or goods in competition with the Company;
- Performing outside work on the Company's premises and using Company's time and assets; and
- Giving unduly favourable treatment to a particular supplier, contractor, customer, job applicant or subordinate for personal reasons.

Every employee of the Company should take personal responsibility to avoid engaging in situations that may lead to or involve conflicts of interest. They should at all times ensure that their dealings with customers, suppliers, contractors and colleagues do not place them in a position of obligation.

In cases where an employee or their immediate family might have engaged, or considered engaging, in business, investments or activities that might have actual or perceived conflict with the Company interest, it is the responsibility of the employee to make full disclosure in writing (via the Declaration of Conflict of Interest Form, example provided at the end of this section) to their reporting manager. The form will then be filed with HR to record the disclosure in the employee's personnel file. Failure to disclose may give rise to criticism of favoritism or abuse of authority which may lead to disciplinary action.

Investigating Potential Conflicts of Interest

The Corporate Counsel with the General Manager, Audit and Risk Management for business-related conflict of interest matters, and the GM HR for personal relationship matters, may make investigations relating to any potential conflicts. Findings and recommendations will be reported to GMC.

If an employee of the Company is given the option to divest themselves of a conflicting interest, a reasonable period of time shall be determined to make the divestiture. During this period, the employee may have their work assignments adjusted to avoid contact with the conflict of interest issue. Employees may be required to produce documentary evidence of divestiture.

15.3.6 Reportable Interests

All concurrent employment (whether regular or on a consulting basis) is to be declared by any manager of the Company, and written approval from their direct manager and HR obtained.

No employee may serve as an executive officer or director of a company without first notifying the CEO and obtaining written advice about whether such a position is permitted by the Company.

15.3.7 Close Personal Relationships in the Workplace

The employment of relatives, or individuals involved in a dating relationship within the same department, can cause serious conflicts of interest, perceptions of favoritism or sexual harassment and problems with employee morale, and are not allowed in a direct reporting relationship.

Definition of Close Personal Relationship

Close personal relationships within this policy are defined as:

- (1) Employees who are married or are in a de-facto relationship
- (2) Employees who are in a dating relationship or in a partnership arrangement
- (3) Relatives, immediate or extended family members of the employee, including parents, children, siblings, grandparents, grandchildren, aunts, uncles, cousins, nieces and nephews.

This policy applies to all employees with no regard to the gender or sexual orientation of the individuals involved.

Recruitment of Employees with Close Personal Relationships

Applicants are required to declare whether they have a close personal relationship with any employee in the Company at the time of recruitment. Failure to disclose such a relationship may lead to disqualification of an application. An applicant should not be appointed to a team where there is a direct reporting relationship with any existing employee, which also involves a close personal relationship, unless approved by the Operations General Manager or Director of the Company.

Management of Close Personal Relationships

It is recognised that relationships do form in the work place. However, if a close personal relationship is established between members in the same department, it is the responsibility and obligation of both employees to disclose the relationship to their manager as the situation arises.

If a close personal relationship of a direct reporting nature is declared, the Operations General Manager or the Directors of the Company may approve the direct reporting relationship if professionalism of the concerned employees can be maintained. However, if a potential conflict of interest arises, the employees concerned will be given the opportunity to propose who is to be transferred to another available position. If they fail to provide a proposal within 30 calendar days, or the Company does not accept the proposal, the Company reserves the right to transfer either of the employees concerned or to otherwise change the reporting lines to avoid a conflict of interest.

15.3.8 Insider Trading and Dealing in Company Securities

The Company will not tolerate the use of insider information by employees to secure personal advantage. The use of insider information, specific information relating to the Company which has not been made public, for personal gain or gain of others, is illegal, unethical and strictly prohibited.

Insider information is considered to be specific information about the Company, or that relating to any supplier, customer or third party contractors of the Company which is not generally known to the public or persons likely to deal in securities, but which if generally known to them will likely affect the price of market activity in the Company's securities.

If an employee obtains inside information by virtue of the person's position in the Company, or inadvertently comes into possession of non-public information, the employee owes a strict duty to the Company, its shareholders, and the investing public to keep such information confidential, and refrain from trading in the Company's security, until such time as the information becomes public.

15.3.9 Anti-Trust and Unfair Trade Practices

The Company embraces fair competition and complies strictly with all local laws which relate to anti-trust and unfair trade practices. It is the responsibility of all Operations to be familiar with laws which prohibit price fixing, monopolistic practices, agreement to divide customers and territories, and other forms of collusion that reduce competition and harm consumers. The violation of this law is a breach of the employee's obligations to the company and can lead to penalties against the individual and/or the Company.

15.3.10 Misuse of Company Information, Assets and Resources

Misappropriation and theft of the Company's assets and property is a crime and offenders are liable to dismissal and prosecution. Except for contractual benefits and entitlements, employees should not engage Company resources, property or assets for personal use.

All employees owe a duty to the Company to act in the best interests of the Company. It is prohibited to take or to direct to a third party, a business opportunity that arose through the use of Company property or information, unless this has been declined by the Company and approval is given to the employee to proceed with the business opportunity. Employees are also prohibited from using the Company's property for gain or to compete with the Company.

15.3.11 Workplace Safety

All employees shall adhere to all applicable Occupational Health and Safety (OHS) statutes, regulations, and other rules related to workplace safety, as per those applicable in each jurisdiction in which the Company operates.

15.3.12 Use of Social Networking Sites

An employee is at liberty to use online social networks such as Facebook, Myspace, LinkedIn, Twitter, etc., and blogs or forums, etc., in their personal time. However, when such networking is done with reference to or in association with the Company, the following guidelines are to be followed.

- (1) If an employee identifies themselves as an employee of the Company within a social network, on a blog, or as a forum

participant, content published should be sensible and comply with the spirit of this Code of Conduct. All employees must protect themselves and the Company's privacy. This includes, but is not limited to, not making disparaging comments about the Company or its subsidiaries, suppliers or customers, discussing operational matters, or posting photographs or videos of other employees or other persons or the workplace without the prior consent of those involved. What is published will become information in the public domain, so consider the content carefully and also be cautious in disclosing personal and work details.

- (2) By virtue of their position, managers and executives who identify themselves as a Company employee must consider whether personal thoughts they publish may be misunderstood as expressing the Company's positions. A standard disclaimer should be used in such instances, such as "The contents and opinions expressed on this site are my own and do not necessarily represent the Company's positions, strategies or opinions."
- (3) The standard disclaimer does not by itself exempt the Company's managers and executives from a higher level of responsibility when using social networking sites, blogs or forums.
- (4) Company logos, trademarks, copyrighted/brand material and other intellectual property rights or proprietary information must not be used.

15.4 EQUAL OPPORTUNITIES

15.4.1 Diversity and Inclusion

The Company and its subsidiaries welcome and value a diverse and inclusive culture, and recognises the different backgrounds and experiences of all its employees. The Company is therefore committed to providing equal

opportunities in employment, with all job applicants and members of the Company receiving equal treatment in all aspects of their employment (including recruitment and promotion), regardless of age, race, colour, nationality, religion, disability, sex, sexual orientation, pregnancy, marital or family status, and any other category protected by local laws. The Company expects that all of its employees treat each other with courtesy, dignity and respect.

The Company is committed to ensuring that all employees enjoy a workplace that is free from discrimination, harassment and victimisation, which the Company considers unlawful and unacceptable behaviour, and will not be tolerated under any circumstances. All employees have a personal responsibility to behave in a manner which is not, nor likely to be perceived as, offensive to others.

Any person acting in breach of the policy will face appropriate disciplinary action, which may include dismissal and found personally liable by a court of law.

15.4.2 Application of the Equal Opportunities Policy

This Policy applies to all activities during the course of work with the Company, including social activities, dealings with the public or clients, dealings for the Company outside Company premises, traveling on business. It applies to all employees of the Company, including temporary employees. The Company will also encourage its consultants and contractors to adhere to equal opportunities practices.

15.4.3 The Law

The Company is committed to following the laws that apply to each country in which the Company operates or has any other business dealings. All Operations should make themselves familiar with these laws.

15.4.4 Personal Conduct During Work Hours

The Company expects its employees to demonstrate the highest standards of personal conduct during work hours. The Company will not tolerate the behaviours that include, but are not limited to, the following:

- Being under the influence of drugs and/or alcohol at work
- Physical fighting with other employees, suppliers or customers
- Downloading of pornographic content
- Extreme verbal abuse and swearing
- Willful damage of Company or guest property

Any of these behaviours will result in dismissal.

15.4.5 Personal Conduct Outside of the Workplace

Employees are expected to demonstrate professionalism and integrity outside of the workplace.

15.4.6 Discrimination

Discrimination is the unfair treatment of a person or group of persons on the basis of prejudice against their background, rather than on consideration of their individual merit.

Discrimination can be direct or indirect, both of which are not tolerated by the Company. Direct discrimination occurs when a person is treated less favourably because of race, colour, religion, disability, sex, sexual orientation, pregnancy, marital status, or family status. Indirect discrimination occurs when an internal policy regulation has a disproportionately adverse effect on one particular group.

15.4.7 Sexual Harassment

Sexual harassment is any unwanted or uninvited sexual behaviour which a reasonable person regards as offensive, humiliating or intimidating and any

offence would amount to instant dismissal. Acts of sexual harassment may be perpetrated by any person to a man or a woman, and may be direct or indirect, physical, verbal or via written communication such as emails or text messaging. People of either sex and of any age can be sexually harassed. Some examples of sexual harassment include, but are not limited to, the following:

- Unwelcome physical contact, such as hugging, kissing or touching
- Staring or leering
- Brushing up against the body
- Intrusive questions about one's private life
- Sexually offensive gestures
- Sexually suggestive comments or jokes
- Sexually explicit pictures, posters or emails
- Insults or taunts or swearing based on sex
- Unwelcome advances
- Wolf whistling

Some acts of sexual harassment may amount to criminal offences, and include, but are not limited to, the following:

- Obscene phone calls, text messaging, mms or emails
- Indecent exposure
- Sexual assault

Quid Pro Quo Harassment

Illicit exchange of job benefits in return for sexual favors such as a manager who uses their power to pressure a subordinate employee to grant sexual favors is considered Quid Pro Quo harassment and is strictly not allowed in the Company.

Consensual Behaviour

A relationship or behaviour which is freely accepted by each person involved is not harassment. Friendship and other conduct or conversation which is invited, consensual and reciprocated, is not harassment.

Management and Coworker Responsibility

The Company is responsible for preventing sexual harassment in the workplace. This responsibility is irrespective of whether an employee works on a permanent, casual, full-time or part-time basis, or as a consultant or contract worker.

Each member of management is responsible for creating an atmosphere free of discrimination and harassment. In addition, employees are responsible for respecting the rights of their coworkers and treating each other with courtesy and professionalism. They are also required to uphold the Company's anti-discrimination and anti-sexual harassment policy when performing their duties. Employees are advised to familiarise themselves with the principles of discrimination and sexual harassment, and attend associated training provided by the Company.

Dealing with Sexual Harassment

Ignoring sexual harassment does not make it go away, but may make it worse, because the harasser may misinterpret no response as approval of the behaviour. Here are some suggested steps to deal with sexual harassment:

- (1) Say "no" firmly and clearly, and tell the harasser to stop
- (2) Note the dates, places, times, witnesses and the nature of the harassment, what was said and done and how you responded
- (3) Report the harassment to your manager or HR **immediately** where confidentiality will be upheld

15.4.8 Sexual Orientation Discrimination

The Company prohibits discrimination against sexual orientation (for example, homosexual or transsexual).

15.4.9 Racial and Religious Discrimination

The Company prohibits discrimination against race, colour and religion. An employee may, in appropriate circumstances, be excused from Company-sponsored events if they are inconsistent with the individual's religious practices.

15.4.10 Age Discrimination

The Company prohibits discrimination against age, including specification on job notices of age preference or limitations. Any denial of benefits to junior or elder employees is not allowed.

The Company is guided by minimum employment ages as set out by the International Labour Organisation (ILO). There are various exceptions to this general rule. Operations HR should make themselves aware of these guidelines and any local laws relating to age discrimination.

15.4.11 Discrimination Based On Disabilities

The Company employs based on the inherent requirements of a job. The Company complies with the applicable local laws that provide employment for skilled and qualified individuals with disabilities.

15.4.12 Pregnancy and Adoption

The Company complies with applicable laws to provide employment for qualified individuals who are pregnant (or who may be adopting a child), and should not for reasons of pregnancy or adoption downgrade the employment status or pass over promotions of such employees during the time of pregnancy or adoption and the leave period following.

Whenever applicable, according to the respective laws and Company policies, the Company shall provide benefits during maternity and paternity leave.

15.4.13 Family Status Discrimination

The Company complies with applicable laws to provide employment for qualified individuals regardless of marital status or family status, and should not for these reasons downgrade the employment status or pass over promotions of such employees.

Family status is defined as a person having responsibility for the care of an immediate family member related by blood, marriage, or adoption.

15.4.14 Vilification

Vilification is an activity in public which incites hatred towards, serious contempt for, or serious ridicule of, another person(s). The Company will not tolerate vilification in any circumstances.

15.4.15 Victimisation

Victimisation is any recrimination against an individual after that individual has made a complaint or who assists in the investigation of alleged discrimination or harassment. The Company will not tolerate any form of intimidating or threatening behaviour in this regard.

Victimisation against a member of the Company who complains of discrimination or harassment will lead to appropriate action, which may include dismissal. Victimisation may also be unlawful under local laws.

15.5 MONITORING OF COMPLIANCE, REPORTING OF MISCONDUCT AND DISCIPLINARY ACTION

15.5.1 Training in the Code of Conduct and Equal Opportunities Policies

HR will be responsible for providing training for employees to raise their awareness, understanding, and ensure compliance with this Code and Equal Opportunities Policies.

Training on the Code and Equal Opportunities should be conducted on an annual basis as a refresher to existing employees, compliance for new

employees, and to inform employees when any significant changes are made to the policy.

15.5.2 Acknowledgement of the Code of Conduct and Equal Opportunities Policy

Each employee (including existing employees) is required to sign an acknowledgment of receipt of the Code and Equal Opportunities, which will be filed in the employee's personnel file with HR.

15.5.3 Understanding and Compliance of the Code of Conduct and Equal Opportunities Policy

It is the personal responsibility of every employee to understand and comply with the Code and Equal Opportunities policy. Managers should also in their day-to-day supervision ensure that their team fully understands and complies with the standards and requirements stipulated in the Code and Equal Opportunities policy. Problems encountered in enforcement of, as well as comments or suggestions for improvement to, the Code and Equal Opportunities policy should be channeled to HR for consideration and action. All final comments and actions to be forwarded to GM, HR and Corporate Counsel.

15.5.4 Reporting of Misconduct and Complaints

Reporting of Misconduct

The Company is committed to the highest possible standards of openness, probity and accountability. Reporting of misconduct is the act of raising issues of unacceptable behaviour on the part of one or more employees and can include other parties or suppliers with whom the Company deals. In line with that commitment, the Company expects any party who has serious concerns about any aspect of the Company's business or who has seen or experienced discriminatory practices, to come forward and voice those concerns.

Violations of the Code or Equal Opportunities policy should be reported promptly, whether or not it is known who may be responsible for the violation or how it may have occurred. They should be reported to one's direct

supervisor, the GM, or to HR. Significant breaches of the Code of Conduct should be reported to the General Manager, Audit and Risk Management at Head Office. Significant breaches of the Equal Opportunities policy should be reported to GMHR at Head Office.

As the Company takes this reporting seriously and wants to fully investigate both potential and actual violations. Anonymous reports will not be investigated. All reports and inquiries will be handled confidentially to the extent possible under the circumstances.

It is each employee's responsibility to report all observed questionable activities, or departures from the standards expressed in the Code of Conduct and Equal Opportunities policy. There will be no retribution against any such person for alerting actual or suspected violations. Everyone in senior management will fully support those who, in good faith, report potential or actual breaches of the Code.

Employees who willfully fail to report infringements, or who make false or malicious statements or reports, will be subject to disciplinary action including possible termination of employment.

All paperwork relating to the complaint must be filed separately from the employee's file in a secure lockable area, and to which only HR has access.

Complaints Procedure

Complaints must be in writing and summarise the action complained of and the person alleged to be responsible. Complaints will be handled in an impartial and sympathetic manner. Every effort will be made to protect the confidentiality of the complainant whenever possible. Anonymous complaints will not be investigated. In such cases, the Company will adhere to the following procedures:

- (1) Acknowledge the complaint, empathise with the complainant, and inform them of the investigative steps that will be taken.

- (2) Notify the charged party of the complaint and request that they submit a written response to the charges within two weeks, or otherwise specified by local labour laws or collective bargaining instruments.
- (3) Upon receiving the written response from the charged party, the Company will attempt to resolve the situation through discussion, investigation, hearing or other steps that the Company feels is necessary. The investigation will be immediate, thorough, objective and complete. Where appropriate, the charged party may be suspended (with pay) until the investigation is completed.
- (4) The Company will endeavour to provide support to the complainant and to keep them informed through the process.
- (5) The Company will make a decision and communicate the results of the investigation to the parties directly concerned, and will strive to conclude the investigation within four weeks from the date the original grievance was filed.

15.5.5 Evaluation and Investigation

The General Manager, Audit and Risk Management will review all complaints raised in relation to the Code of Conduct, and GMHR at Head Office will do the same in relation to the Equal Opportunities policy. A determination will then be made as to whether an investigation is warranted. All investigations will be led by the General Manager, Audit and Risk Management and GMHR at Head Office, and reported to the Executive Directors.

If investigations determine grounds for any criminal or civil action, the Corporate Counsel will recommend whether such legal action be initiated and shall inform the General Manager, Audit and Risk Management of any serious prosecutions or disciplinary actions taken against an employee, and any criminal actions involving: (a) a felony, (b) a material crime against the Company, (c) embezzlement, larceny, bribery, or kickbacks, or (d) any other violation of criminal laws involving dishonesty or fraud.

15.5.6 Disciplinary Action, Retaliation and Review

Any violation of the applicable laws or standards outlined in this Code and Equal Opportunities policy, or other improper or unlawful conduct, will subject an employee to disciplinary actions which may include warnings, or instant dismissal depending on the circumstances.

Disciplinary action will also apply to any manager who directs, approves or condones unethical behaviour, or has knowledge of such behaviours and does not promptly report and correct them. Any employee who victimises a complainant or persons related to making a complaint, or who encourages others to do so, is subject to disciplinary action.

The provision of disciplinary action for violation of the Code of Conduct and Equal Opportunities policy does not waive the Company's right to also take appropriate legal action. See Section 17 – Voluntary and Involuntary Separations for more details on disciplinary action.

15.5.7 Confidentiality

Any information relating to a complaint of an incident of discrimination, harassment or victimisation will be disclosed only on a need-to-know basis. The Company will ensure that managers understand this principle when dealing with complaints. By adopting such a principle, the Company gives assurance to the complainant or potential complainant that the Company safeguards the sensitive nature of the complaints and that the complaint itself will be treated in strictest confidence.

15.6 REVIEW

The Code of Conduct and Equal Opportunities Policy will be reviewed every two years by the GMC and modified if deemed necessary.

15.7 FORMS

Any forms or other documents related to this section are provided here, and electronic copies found on the Company intraweb or by asking HR.

- Declaration of Conflict of Interest
- Report on Gifts Received
- Acknowledgement of Receipt of Company Code of Conduct