



Anti-Bribery & Corruption Policy

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Owner	Board of Directors
Policy (including changes) approved by	Board of Directors
Direct questions on Policy to	Company Secretary and or Chief Human Resources Officer
Publication	Public
Status	Approved & Adopted

RFG reserves the right to modify, replace or cancel this Policy at any time. All location specific policies, procedures, statements and forms should be read in conjunction with all policies available on the RFG intranet or equivalent communication tool. Please contact your HR representative for further information or if you have queries about this Policy at any point in time. This document will subsist if not updated by the review date and is uncontrolled when printed.

1. Purpose

RFG is committed to fostering a culture of ethical behaviour, corporate compliance and risk management. We expect our *Workplace Participants* to do the right thing and to comply with applicable laws, codes and policies.

Bribery and related improper conduct referred to in this *Policy* is illegal and exposes both the *Group* and its *Workplace Participants* to fines and other serious penalties, including imprisonment. Conduct dealt with by this *Policy* is also inconsistent with RFG's values, which reflect, inter alia, honesty, integrity, accountability and respect for others.

This *Policy* aims to provide clarity on:

- How *You* should conduct *Yourself* to minimise the risk of *Bribery*, *Corruption* or *Fraud* occurring in connection with the *Group's* business;
- *Your* obligations when offering or being offered *Gifts* or *Hospitality*;
- *Your* responsibility to recognise and deal with *Bribery*, *Corruption* or other improper conduct; and
- What to do if *You* have any concerns that a *Workplace Participant* may be acting contrary to this *Policy* and or is engaging in unlawful conduct.

2. Scope & Application

This *Policy* applies to all *Workplace Participants*.

This *Policy* operates in conjunction with other policies or codes adopted by RFG relating to standards of behaviour and conduct. It is subject to change at RFG's discretion and does not form part of any contract of employment, industrial instrument or commercial contract or agreement.

Where there is any inconsistency between this *Policy*, other policies or individual agreements, then the terms of this *Policy* prevail. In the case of inconsistency between this *Policy* and the law, the law prevails. If local laws, codes of conduct or other regulations in a particular country or jurisdiction are more restrictive than this *Policy*, then *Workplace Participants* operating in that country or jurisdiction must fully comply with those more restrictive requirements.

3. Definitions

In this *Policy*, words printed in italics have the following meanings:

<i>Board</i>	The board of <i>Directors</i> of RFG from time to time.
<i>Bribery</i>	Offering or providing (or authorising the offer or provision) of any inducement, reward, object or item of value, in cash or in kind, to or for the benefit of any individual in order to gain an undue advantage, by improperly influencing the recipient to act in a certain manner in the exercise of that person's official duties. Bribery includes Facilitation Payments and Secret Commissions and may be direct or indirect (for example, an indirect bribe is one arranged through a third party such as a business associate or family member).

<i>CEO</i>	<i>RFG's top ranking executive officer, regardless of title, from time to time.</i>
<i>Company Secretary</i>	<i>RFG's Company Secretary from time to time.</i>
<i>Corruption</i>	<i>The misuse of power or position for private gain, including dishonest and fraudulent behaviour or <i>Bribery</i>.</i>
<i>Director</i>	<i>A director of a <i>Group</i> member.</i>
<i>Employee</i>	<i>Full-time, part-time, casual and temporary employees of the <i>Group</i>.</i>
<i>Facilitation Payment</i>	<i>Payment of minor or nominal amounts to secure or expedite a routine government action by a <i>Public Official</i>.</i>
<i>Fraud</i>	<i>Any dishonest activity causing actual or potential financial loss to any person or entity, and may include stealing, creating or using falsified records or documents, concealing or destroying, with the intention to conceal, records or documentation, or using <i>Group</i> information or <i>Your</i> position for an improper purpose and or personal financial benefit.</i>
<i>Gift</i>	<i>Any item or service of value or favour that enhances a person materially, or any item or benefit providing personal gain or gratification or which could be seen to compromise either <i>You</i> or the <i>Group</i>.</i>
<i>Group</i>	<i>RFG, its controlled entities and related bodies corporate.</i>
<i>Hospitality</i>	<i>May include any meal, travel, entertainment, including attendance at sporting or other events, accommodation, vouchers or certificates capable of exchange or redemption for goods and services.</i>
<i>Policy</i>	<i>This Anti-Bribery & Corruption Policy.</i>
<i>Public Official</i>	<i>Includes anyone involved in the service, on or a full or part time basis, of a government, statutory authority or a wholly or partially state-owned enterprise.</i>
<i>RFG</i>	<i>Retail Food Group Limited.</i>
<i>Secret Commission</i>	<i>Payments offered or made to an agent or representative (usually by way of inducement), which are not disclosed by that agent or representative to their principal.</i>
<i>Third Party</i>	<i>Any individual or organisation other than <i>Public Officials</i>, with whom <i>Workplace Participants</i> come into contact during the course of their employment or business relationships associated with the <i>Group</i>.</i>
<i>We</i>	<i>The <i>Group</i>.</i>

<i>Workplace Participant</i>	All officers, <i>Employees</i> and contractors of <i>RFG</i> , its controlled entities and related bodies corporate.
<i>You</i>	'You' or 'your' refers to a <i>Workplace Participant</i> .

4. Prohibition Against Bribery & Corruption:

RFG has zero tolerance for, and strictly prohibits, *Bribery*, *Corruption* and fraudulent or dishonest conduct by *Workplace Participants*.

As a consequence, *You* must not, directly or indirectly:

- Offer, promise, give, request, accept, authorise or agree to receive a bribe. This applies to dealings with both *Public Officials* and *Third Parties*;
- Offer or make a *Facilitation Payment* to a *Public Official*;
- Offer, make or accept a *Secret Commission*; nor
- Engage in any acts of *Fraud* or *Corruption*.

Additionally, it is *Your* responsibility to:

- Read, be aware of, and comply with this *Policy*;
- Be aware of and observe the core standards of behaviour and conduct, and the guide to ethical conduct and decision making, provided for in *RFG's* Code of Conduct;
- Avoid any activity that might lead to, or suggest a breach of, this *Policy*; and
- Be vigilant and report any breaches of, or suspicious behaviour related to, this *Policy*.

5. Interaction with Public Officials & Third Parties:

The *Group* engages with *Public Officials* or *Third Parties* in a range of circumstances.

We want those engagements to establish a positive point of difference for the *Group* and to reflect our core values. We will not engage nor do business with any *Public Official* or *Third Party* that engages in fraudulent or corrupt activity.

All interactions with *Public Officials* and *Third Parties* must comply with this *Policy*, and *You* must not take any action, directly or indirectly, which creates the appearance of impropriety regardless of whether an improper intent is absent from that action.

Where any engagement or dealing with a *Public Official* or *Third Party* on behalf of the *Group* relates to a material matter, or that *Public Official* or *Third Party* poses a serious risk of breaching this *Policy*, then *You* should liaise with the Legal Services Team to determine what controls should be implemented to address this risk.

6. Gifts & Hospitality

You must not give or accept *Gifts* or *Hospitality* in connection with your role of any value that may compromise, or appear to compromise, *Your* integrity and objectivity in performing *Your* duties, or cause, or appear to cause, a conflict of interest.

You have separately been provided RFG's Gifts & Benefits Policy.

If after considering RFG's Gifts & Benefits Policy you remain unsure as to the appropriateness of any *Gift* or *Hospitality* then You should consult the *CEO* or *Company Secretary* before it is given or accepted or otherwise as soon as possible.

7. Donations & Sponsorship

It is RFG's policy not to make political donations.

RFG is otherwise a proud supporter of various charitable organisations and other groups. It also actively encourages *Workplace Participants* to support their local charities, communities and sporting groups. However, *Workplace Participants* must be vigilant and ensure that charitable contributions are not used as a scheme to conceal *Bribery* or *Corruption*.

All charitable donations, sponsorships or similar support:

- Must be legal and ethical under local laws and practices (in Australia this means that an organisation must have deductible gift recipient status with the Australian Taxation Office); and
- Must be approved in advance in accordance with RFG's Delegation of Authority Policy or any delegated authorities approved thereunder.

8. Record Keeping

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to *Public Officials* and *Third Parties*.

You must:

- Ensure all expenses relating to payments, or *Gifts* or *Hospitality* provided, to *Public Officials* or *Third Parties* are approved in advance per RFG's Delegation of Authority Policy (or any delegated authorities approved thereunder) and submitted in accordance with RFG's purchase order policy and procedure, specifically recording the reason for the expenditure; and
- Declare any *Gift* or *Hospitality* in accordance with RFG's Gifts & Benefits Policy.

All accounts, invoices, memoranda and other documents and records relating to dealings with *Public Officials* and *Third Parties* should be prepared and maintained with strict accuracy and completeness. No accounts may be kept 'off book' to facilitate or conceal improper payments.

It is the responsibility of all *Workplace Participants* to ensure that business transactions are recorded honestly and accurately and that any errors or falsification of documents are promptly reported and corrected.

9. Consequences of Breach

Bribery, *Corruption* and related improper conduct addressed by this *Policy* are very serious offences. If the *Group* is found to have engaged in *Bribery*, *Corruption* or any related improper conduct addressed by this *Policy* it could face significant fines and suffer reputational harm. Individuals may also be subject to significant penalties and lengthy terms of imprisonment.

Breach of this *Policy* will therefore be regarded as serious misconduct, leading to disciplinary action which may include termination of employment or engagement.

Where a breach of this *Policy* also results in the breach of any law, *Workplace Participants* may also be personally liable for their actions.

10. Reporting Violations & Suspected Misconduct

Under *RFG's* Code of Conduct, all *Workplace Participants* have a responsibility to promptly report any violation of law or policy.

RFG is committed to ensuring *Workplace Participants* have a safe, reliable and confidential way of reporting suspicious activity. All *Workplace Participants* who believe that a violation of this *Policy* or any laws has been committed, is being committed, or is being planned, is encouraged to immediately report the matter to the *CEO* or *Company Secretary*, or take advantage of the procedures and protections provided for in *RFG's* Whistleblower Policy.

All material breaches of this *Policy* shall be promptly advised to the *Board*.

11. Distribution & Training

This *Policy* must be distributed to all *Workplace Participants* and will be posted on *RFG's* intranet. To the extent applicable to their roles, *Workplace Participants* will be provided training in connection with this *Policy* or any change or update of it.

12. Links with Other Documents:

This *Policy* has been adopted in addition to (without limitation) the following policies, procedures and forms:

- *RFG's* Code of Conduct;
- *RFG's* Gifts & Benefits Policy;
- *RFG's* Conflicts of Interest Policy;
- *RFG's* Related Party Transactions Policy;
- *RFG's* Whistleblower Policy; and
- *RFG's* Delegation of Authority Policy.

13. Review

The *Board* is committed to regularly reviewing this *Policy* for effectiveness. This *Policy* may only be amended with the approval of the *Board*.