

Document Reference: Head of Human Resources
Date Approved: 15/05/2019
Next Review: 01/06/2020

Coverage & Purpose

This document covers all Employees of any subsidiary of TPG Telecom Limited.

This Code of Conduct ('the Code') establishes the ethical standards of conduct and behaviour of the directors, officers, employees, and contractors ('Employees') in their business dealings. This ethical framework seeks to encourage an environment of professionalism where the highest standards are maintained in the interests of the Company, its customers, shareholders and its Employees collectively.

The Code

1. Professional Conduct

- 1.1 Employees are to at all times conduct themselves keeping in mind the best interest of the Company, its customers, shareholders, and Employees.
- 1.2 Employees are to at all times conduct themselves in a professional manner and ensure all their dealings with others are undertaken in an honest and fair manner.
- 1.3 Employees will at all times treat people with integrity and respect and will not discriminate on the basis of race, religion, gender, sexual preference, age, marital status or disability.
- 1.4 Any activity which could be seen as bullying, intimidation, or victimisation within the work environment will not be tolerated and may be grounds for disciplinary action, including dismissal.

2. Compliance with the Law

- 2.1 Employees are to at all times abide by the law, and act accordingly by observing all laws, regulations, and business customs which impact on the Company's business operations, its reputation, or its standing in the financial community.
- 2.2 Any concern as to specific legal issues affecting the business operations of the Company must be addressed to the Company Secretary in the first instance.
- 2.3 All Employees must understand the relevant regulatory environment in which the Company operates and act in accordance with the Company's policies and procedure manuals, and must attend all training and information sessions as required.

3. Confidentiality of Information

- 3.1 Employees must at all times keep the Company's records, reports, papers, processes, plans, and know-how confidential unless required otherwise under law or legislation, and then only to the extent required by law or legislation.
- 3.2 Company records may from time to time include personal information in relation to Employees, suppliers, customers and potential Employees or suppliers. All such personal information is to be managed in a professional manner and is not to be used for any purpose or disclosed to any third party without the consent of the person concerned, unless required under law or legislation.

4. Ethical Conduct, Bribery, and Corruption

- 4.1 Employees must constantly monitor their personal interest to ensure they avoid any conflict of interest or situations that may appear to create a conflict of interest.
- 4.2 Employees must not use their position to obtain a personal gain or benefit from suppliers or business associates, or those seeking to do business with the Company.
- 4.3 Employees must not offer or attempt to offer an incentive to any supplier or business associate of the Company, and/or receive any incentive where such incentive could be classified as Bribery.
- 4.4 Employees must not engage with persons or entities that attempt to or are found to have engaged in Fraud, Money Laundering, Bribery, or Corruption.
- 4.5 Personal funds are not to be used to accomplish what the Company prohibits or to evade Company policies and procedures.
- 4.6 The offering of employment opportunities to influence decisions made by Government Officials to obtain a business opportunity is prohibited.
- 4.7 The Company's position on matters concerning ethical conduct, Bribery and Corruption is supported by the HR31 Anti-Bribery and Corruption Policy.

5. Equal Employment Opportunity

- 5.1 All Employees are to treat other Employees and potential Employees according to their skills, qualifications, competencies and potential and not discriminate on the basis of race, religion, gender, sexual preference, age, marital status or disability.

6. Health, Safety and Wellbeing

- 6.1 The HS01 Health, Safety and Wellbeing Policy sets out the Company's commitment to the health, welfare and safety of its Employees. The impact on the health, welfare and safety of its Employees forms part of the overall consideration when setting the Company's long-term strategic plans and making day to day business decisions.

7. Use of Company Property

- 7.1 All Employees must ensure they have the appropriate permission to use and remove company property from its premises. They must ensure they have the appropriate licencing, qualifications and experience to use its property.
- 7.2 Employees are responsible for the care and safeguarding of company property and equipment in their possession as well as any property they may need to use to carry out their duties regardless of whether the property is fixed to a location or mobile.
- 7.3 Any theft, loss, damage, tampering or misuse of company property must be immediately reported to the department or manager who manages the supply and maintenance of the property.

8. Compliance with the Code

- 8.1 This Code sets out the standards of behaviour which, if not followed by Employees, may attract a penalty ranging from counselling to dismissal.
- 8.2 All Employees who are aware of a breach of the Code are responsible for taking action which may include discussion of the matter with management, seeking advice or assistance from the Company Secretary or reporting concerns to the Chief Executive Officer.
- 8.3 Any Employee who reports in good faith a breach of this Code will not be subject to retaliation, retribution or other actions for making such a report.

Definitions

Term	Definition
"TPG", "we", "our" and "Company"	Means TPG Telecom and any Group Company.
Employee	Any person engaged with the business through an employment contract, collective employment agreement, as a contractor, subcontractor, and directors and officers.
Bribery	Means to offer, promise, pay, authorise, provision, or give a benefit or anything of value to anyone, directly or indirectly, to: <ul style="list-style-type: none"> (a) obtain an improper benefit; or (b) influence the performance of a person's duty; or (c) encourage misuse of a person's authority, to obtain or retain business for the Company or its partners.
Corruption	Means, <ul style="list-style-type: none"> (a) dishonest or Fraudulent conduct; or (b) misuse or abuse of power or office; or (c) misuse or abuse of discretion; or (d) request or acceptance of Bribery; or (e) act of extorting or blackmailing; or (f) influence peddling or networking; or (g) act of favouritism, nepotism or clientelism, by an official or person in power for personal financial or non-financial gain.
Fraud	Means dishonest activity causing actual or potential financial loss to any person or entity including theft of monies or other property by Employees or persons external to the entity and where deception is used at the time, immediately before or immediately following the activity. This also includes the deliberate falsification, concealment, destruction or use of falsified documentation used or intended for use for a normal business purpose or the improper use of information or position for personal financial benefit. The theft of property belonging to an entity by a person or persons internal to the entity but where deception is not used is also considered Fraud.
Money Laundering	Means the concealment of the origins of illegally obtained money, typically by means of transfers involving foreign banks or legitimate businesses.
Government Official	Includes: <ul style="list-style-type: none"> (a) Employees of a government entity; (b) Elected officials; (c) Members of parliament; (d) Private persons acting on behalf of a government entity; (e) Candidates for political office; (f) Political party officials; (g) A doctor or lawyer employed by a state agency or state-owned enterprise; (h) A consultant for a Government Official; (i) An Employee of a company owned or controlled by the government; (j) A teacher employed by a city or town.