

# Supplier Code of Conduct



The Citadel Group Limited (including each of its subsidiaries) (**Citadel**) is committed to ethical, sustainable and socially responsible procurement and it expects the same high standards of its Suppliers. Citadel views its Suppliers as partners, and cares about the way they do business when providing it with goods or services.

The Supplier Code of Conduct (**Code**) describes the minimum expectations in the areas of: integrity, ethics and conduct; conflict of interest, gifts, benefits and hospitality; corporate governance; labour and human rights; health and safety; and environmental management. Citadel's Suppliers are advised to review the Code and ensure that relevant areas of their business and supply chain meet these standards.

## Application of this Code

Citadel seeks to work with its Suppliers to meet and exceed minimum expectations as outlined in this Code and continuously strives to improve the standard of its business practices. By Supplier, Citadel means any entity that supplies Citadel with goods or services. Where the Code refers to workers, it includes employees, contractors, agency and temporary staff of the Supplier and its related entities. Where the Code refers to the law it means the laws in the jurisdiction that apply where the goods are procured or services are performed. Fundamental to this Code is an expectation that all Suppliers operate in full compliance with all laws, rules and regulations of the jurisdictions in which they do business.

The expectations outlined in the Code are not intended to supersede or alter the Supplier's regulatory and contractual obligations. Citadel expects all existing and new Suppliers to commit to the Code. Suppliers should check their respective contracts, agreements and purchase orders as they may contain additional obligations or higher standards than those set out in this code.

Citadel expects Suppliers to communicate the Code to their related entities, Suppliers and subcontractors who support them in supplying goods and services to Citadel, so that they are aware of, understand and comply with the Code.

## Reporting misconduct, unethical behaviour or suspected corruption

If a Supplier considers that another Supplier or a Citadel representative has deviated from or breached their obligations under this Code, it should report the matter in confidence either directly to the Citadel Group General Counsel or via Citadel's Whistleblower service using the details set out in the Whistleblower Policy.

## Corrective action process

Suppliers are expected to self-assess their compliance with the Code and take timely action to correct any deficiencies or breaches reported or identified by an audit, assessment, inspection, investigation or review. Suppliers are encouraged to raise any concerns, discuss and seek clarification accordingly to any elements of the Code with the relevant Citadel representative. If requested, Suppliers must provide evidence and confirmation of their compliance with the Code, including the provision of documents and records that support their compliance.

## A. Integrity, ethics and conduct

Citadel expects high standards of ethical conduct and compliance with all applicable laws. Suppliers are expected to be ethical in their business activities, including relationships, practices, sourcing and operations.

### Business integrity

Suppliers are expected to comply with all anti-bribery, anti-corruption, anti-money laundering, and modern slavery laws. Suppliers must not engage in, either directly or indirectly, fraudulent, corrupt, exploitative or collusive activities.

### Record keeping and documentation

Suppliers are expected to maintain adequate records that accurately record all financial transactions and information regarding its business activities, labour, health and safety and environmental practices in accordance with applicable laws, policies and procedures. Disclosure of information is expected to be undertaken without falsification or misrepresentation.

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## Professional conduct

Suppliers are expected to conduct themselves in a manner that is fair, professional and that will not bring Citadel into disrepute.

## Confidentiality

Suppliers must not improperly use any private, confidential or commercially sensitive information in its possession relating to or in connection with its dealings with Citadel. Suppliers are reminded that a breach of this part of the Code, or any more specific confidentiality provisions may constitute insider trading.

## Code of Conduct for Citadel employees

The Citadel Corporate Code of Conduct describes the behaviours that exemplify Citadel's purpose and values. The Corporate Code of Conduct applies to, and must be complied with by all Citadel employees, agents and contractors, and a contravention may constitute workplace misconduct.

## B. Conflict of interest; gifts, benefits and hospitality

Citadel believes that all business activities should be undertaken with impartiality and any conflict of interest should be raised and managed.

### Conflict of interest

Suppliers must:

- (a) declare the primary Citadel contact in relation to the goods or services being provided), any situation that raises an actual, potential or perceived conflict of interest related to or in connection with its dealings with Citadel; and
- (b) avoid financial, business or other relationships which may compromise the performance of their duties under their business arrangement with the Citadel. Under the Corporate Code of Conduct Citadel employees are expected to avoid actual, perceived and potential conflicts of interest wherever possible. Any conflicts of interest that cannot be avoided are expected to be declared and managed appropriately.

## Gifts, benefits and hospitality

Citadel personnel must:

- (a) conduct themselves with the highest standards of integrity, impartiality and accountability; and
- (b) perform their duties without favouritism, bias or for personal gain.

The appropriate handling of offers of gifts, benefits and hospitality is critical to earning and sustaining trust. As such, Suppliers are expected not to:

- (a) offer Citadel personnel gifts or benefits, other than of token value, or offers of hospitality with a value that is unreasonable or disproportionate; or
- (b) take any action in order to entice or obtain any unfair or improper advantage.

At no time are offers of cash or cash equivalents (such as vouchers or gift certificates) appropriate.

## C. Corporate governance

Commitment to sound management administration, risk and corrective action systems, are key to a reliable supply chain for Citadel. Suppliers are expected to maintain sound administration processes.

### Risk assessment and management

Suppliers should develop and maintain an appropriate process to identify, manage and control relevant risks associated with its operations. These include supply chain risks and risks relating to labour and human rights, health and safety, the environment, business ethics, and corporate governance.

### Critical incident management

Suppliers should:

- (a) identify and assess potential critical incident, emergency situations and business continuity risks; and
- (b) develop and implement emergency plans and response procedures that minimise harm to life, environment and property, while minimising disruption to business continuity.

### Audits and assessments

To ensure compliance with this Code and the applicable laws, Suppliers are expected to:

- (a) perform periodic evaluations of their facilities and operations, and the facilities and operations of their subcontractors; and
- (b) cooperate openly and honestly with any Citadel audit, assessment or review.

## D. Labour and human rights

Citadel believes that all workers in its supply chain deserve to be treated with dignity and respect. Suppliers are expected to provide a fair and ethical workplace, which upholds high standards of human rights and integrates appropriate labour and human rights policies and practices into its business.

### Anti-discrimination

Subject to applicable laws, Suppliers are expected not to discriminate against any worker based on age, disability, ethnicity, gender, marital status, political affiliation, race, religion, sexual orientation, gender identity, union membership, or any other status protected by law, in hiring and other employment practices.

### Anti-harassment

Suppliers are expected to commit to a workplace free from workplace bullying, harassment, victimisation and abuse. Suppliers are expected not to bully workers or threaten workers with, or subject them to, unlawful or inhumane treatment. This includes, but is not limited to, abuse and harassment which can be verbal, physical, sexual or psychological.

### Human rights

Suppliers are expected to provide goods and services in a manner consistent with any applicable human rights obligations.

Consistent with relevant modern slavery legislation, Suppliers are expected to proactively identify, address and – where required by legislation – report on risks of modern slavery practices (defined broadly to include all forms of human trafficking, forced labour and slavery-like practices) in their business operations and supply chains.

### Prevention of involuntary and underage labour

Suppliers are expected to:

- (a) ensure that all work is undertaken without coercion;
- (b) not use any form of forced, bonded or indentured labour; and
- (c) employ only workers who are the applicable minimum legal age.

All use of temporary and outsourced labour should be within the limits of the law. Suppliers are therefore expected to:

- (a) use all reasonable endeavours to ensure that the third-party recruitment agencies it uses are compliant with the provisions of this Code and applicable law; and
- (b) be responsible for payment of all recruitment-related fees and expenses in recruiting foreign contract workers either directly or through third party agencies.

### Working hours, wages and benefits

Suppliers must:

- (a) follow all applicable laws and regulations with respect to wages, working hours and workers compensation insurance;
- (b) ensure that all workers receive their legally mandated minimum wages, benefits, superannuation, leave entitlements and time off for legally recognised holidays; and
- (c) pay workers' wages as required under applicable laws in a timely manner and not be expected to use wage deductions as a disciplinary measure. All overtime is expected to be reasonable and paid at the rate and in accordance with the applicable laws.

### Freedom of association and collective bargaining

Suppliers are expected to freely allow workers to associate with others, form and join (or refrain from joining) industrial organisations or associations of their choice and bargain collectively, or engage in any lawful industrial activity without interference, discrimination, retaliation or harassment.

## E. Health and safety

Worker health, safety and well-being is of the utmost importance to Citadel. Suppliers are expected to provide a healthy and safe work environment and integrate sound health and safety management practices into its business.

### Workplace health and safety management

Suppliers must comply with all applicable laws relating to workplace health and safety.

Suppliers are expected to:

- (a) manage occupational health and safety hazards; and
- (b) provide workers with job-related training and consult with employees in relation to the provision of information and training.

## F. Environmental management

Citadel is committed to promoting environmental responsibility. Suppliers are expected to minimise the environmental impact of their operations and maintain environmentally responsible policies and practices.

### Environmental impacts

Suppliers must comply with all applicable laws and regulations relating to the environment, including any management and reporting obligations. Suppliers are expected to manage the environmental impact of their operations by:

- (a) ensuring the safe storage, transportation and disposal of hazardous substances including hazardous waste;
- (b) maintaining policies and practices for the efficient use of energy, water and natural resource consumption; and
- (c) maintaining policies and practices that reduce the risk of pollution, loss of biodiversity, deforestation, damage to ecosystems and greenhouse gas emissions.

## Approval and amendment

This Code was approved for publication on 18 June 2020. Amendments to this Code will be published on the Citadel website.