

# Code of Conduct

Retail Zoo Holdings Limited (ACN 169 039 721)

## ABOUT THE CODE OF CONDUCT

**The Retail Zoo Code of Conduct comprises of the daily rules that we live and breathe by.**

### **Who does it apply to?**

This code applies to everyone employed by or representing Retail Zoo or any of its brands including Boost Juice, Salsas, Cibo Espresso and Betty's Burgers. This means the code applies to team members (both permanent and fixed term), contractors, consultants, managers, franchisees, directors, as well as temporary employees, contractors and directors.

### **When does it apply?**

This code applies to you whenever you are recognised as a representative of Retail Zoo. This will include times when you are away from your direct workplace or outside of normal work hours. This is not limited to functions, out of hours work activities or when are out in the community.

### **Breaching the code?**

Failure to observe the Code of Conduct will be viewed as a serious breach of the Retail Zoo's policies and will be investigated by the necessary individuals. Breaches of the code will result in disciplinary action; this action will not be limited to warnings, and may lead to dismissal.

All breaches of the code are recorded and reported in-line with Retail Zoo's policies and procedures.

### **How to report a breach?**

During your time with Retail Zoo you may witness a breach of the Code of Conduct, such as a team member not observing our policies and procedures. If this occurs it is your responsibility to inform your direct manager; if the breach involves your manager, raise it with their manager.

This information is taken very seriously and all matters will be promptly investigated by the necessary parties.

In the situation where you are unable to inform the necessary person due to gross misconduct, you can contact:

- (i) an officer or senior manager of Retail Zoo;
- (ii) a senior member of Human Resources;
- (iii) a member of Retail Zoo's Disclosure Committee established under the Retail Zoo Disclosure Policy (you will find details of the committee in the corporate governance section of Retail Zoo's website); or
- (iv) a Whistleblower Protection Officer in accordance with Retail Zoo's Whistleblower Protection Policy (which is available in the corporate governance section of Retail Zoo's website).

Retail Zoo is committed to ensure that any person who raises a concern are not disadvantaged in any way, and are encouraged to reports all breaches of this code. No Employee will be subject to retaliation or victimisation for reporting a possible violation of this Code and may be protected under Retail Zoo's Whistleblower Protection Policy.

### **Need further information of the code?**

If you require further information on the Code of Conduct or are unsure of your expectations, please speak to your direct manager. Alternatively the HR department can provide additional assistance.

### **How do we ensure the code is effective?**

The HR department are responsible for the ongoing review and development of the Code of Conduct.

On commencement of your employment with Retail Zoo you will be required to read and understand the code, and complete the Code of Conduct Declaration to show that you have and will comply with these principles.

### **THE RETAIL ZOO 10 COMMANDMENTS:**

At Retail Zoo we will always:

Be responsible and accountable

Conduct business fairly

Work without conflict

Follow confidentiality rules

Recruit fairly

Refuse inappropriate gifts

Not misuse company property

Care for the environment

Only talk to the media if authorised

Abide by the rules

## 1 WE WILL ALWAYS BE RESPONSIBLE AND ACCOUNTABLE

You are responsible for acting in accordance with Retail Zoo's 10 commandments whilst fulfilling your contract of employment.

Make truthful statements when dealing with Retail Zoo team members, supplies and customers.

You will learn about and comply with the company's policies and procedures, as well as all relevant country specific and Retail Zoo laws.

You should strive to be a role model, and share your knowledge and experience about this Code of Conduct with other team members.

Escalate any situations that you believe may breach this code with your direct manager, and also encourage others to do the same.

Please keep a copy of the Code of Conduct for ongoing reference.

### **Leaders**

*In addition to everyone's responsibilities, managers also need to lead by example;*

Comply with the Code of Conduct, and all other company policies/procedures and country specific laws that apply to your area of responsibility.

Up-skilling of all direct reports, in particular in relation to the Code of Conduct, policies/procedures and all relevant laws.

Provide a safe environment for all employees, where concerns can be raised without fear.

Lead and manage a team in-line with the Code of Conduct.

## 2. WE WILL ALWAYS CONDUCT BUSINESS FAIRLY

### How we do business

At Retail Zoo we are all about building fantastic food businesses with global brand presence. We are not just about providing an amazing tasting product but about delivering a full customer service experience.

We are committed to acting in a fair and honest manner with all suppliers, customers and the general community. You, as a Retail Zoo team member are expected to uphold this commitment.

We are committed to fulfilling the laws, codes and regulations which govern our business.

Where we operate in an overseas market, we ensure that we meet all local legislative requirements.

We do business to the best of our abilities and uphold a high standard of work, and we expect our team members to do the same.

### Treating others with respect

Respect is consideration for yourself and for others. Respect can include: consideration for other people's privacy, their physical space and belongings, as well as respect for different viewpoints, philosophies and beliefs.

At Retail Zoo we respect each individual, and in return we expect that they will do the same.

### Customers

Retail Zoo promises every customer who visits our stores an exceptional customer service experience. We talk about customer experience rather than customer service or satisfaction as our experience goes beyond this! We rely on personality and individuality of each and every Retail Zoo team member to help create this experience. This customer experience is what sets us apart from the rest of the competition. The key to the experience is FUN and INTERACTION with the customers!

*For every customer we:*

Make their day

Maintain speedy service

Deliver a great product

Fix it if we fail

As a representative of Retail Zoo, you are expected to uphold this experience for every customer you encounter.

### 3. WE WILL WORK WITHOUT CONFLICT

#### Conflict of interest

From time to time, a situation may occur where a team member has interests that conflicts with that of Retail Zoo. This conflict of interest could cause embarrassment for your store, brand or Retail Zoo's reputation. Retail Zoo recognises there is a potential conflict of interest in a range of situations involving team members, customers, suppliers and other parties.

For example:

- (a) employees and any organisation in which they or their family have a significant interest must not compete with, or have business dealings with Retail Zoo;
- (b) employees must not work or consult for, or have any other key role in, an outside business organisation which has dealings with Retail Zoo or is a competitor of Retail Zoo;
- (c) employees must not enter into any arrangement or participate in any activity that conflicts with Retail Zoo's best interests or is likely to negatively affect Retail Zoo's reputation;
- (d) employees must not use Retail Zoo's assets (such as computers, mobile phones or offices) for any purpose other than for Retail Zoo's business purposes or interests;
- (e) employees must not make improper use of their employment with Retail Zoo, their position or role in Retail Zoo, or information obtained because of their position, to gain an advantage for themselves or anyone else, to Retail Zoo's detriment; and
- (f) employees, suppliers and other parties must not buy or sell shares in Retail Zoo or any other companies at any time when they are aware of price sensitive information about Retail Zoo, which has not been disclosed to the Australian Securities Exchange (refer to the Securities Trading Policy in the corporate governance section of Retail Zoo's website for information on when share trading is permitted).

Unless otherwise stated, you agree that during your employment you will not be directly or indirectly concerned, interested or engaged in any undertaking or any business of a similar nature to our business.

#### What if there is conflict of interest?

Where there is a potential conflict of interest, this should be declared to your direct manager or HR department. You will need written approval by Retail Zoo for any other employment or revenue received that is derived from knowledge gained during your employment with Retail Zoo.

Failure to reveal a conflict of interest is a serious matter, and may result in disciplinary action.

#### What if there is a potential takeover or change of control transaction?

If you are approached by a third party, or become aware of an approach by a third party, in relation to a proposed purchase of Retail Zoo or any of its businesses, you must immediately notify your manager or Human Resources of the approach (even if the approach is informal). You must not communicate with the third party further in respect to the approach until authorised to do so by the Retail Zoo board or the board's representative. You must also must not discuss the approach with others except as permitted by the board or the board's representative. This is to ensure Retail Zoo and you remain compliant with rules and laws.

## 4. WE WILL FOLLOW CONFIDENTIALITY RULES

### Confidentiality of information and privacy

Retail Zoo aims to ensure that you have the necessary information required to perform your job. Therefore, during a business day you may be trusted with information that belongs to: the company, employees, customers and suppliers.

Retail Zoo understands that your privacy is important to you and is committed to respecting the privacy of your personal information.

The types of information that we collect from you will depend on the circumstances of collection and on the type of service you request from us, for example:

- (a) When you request services/products from us, we may collect details such as your name, address, company details, billing address, credit card information, email and phone contacts, etc.
- (b) When you are applying for a position with us, we may collect any information required in the course of our recruitment and management process, such as your resume, contact details, skills, qualifications, language spoken, residency status, referees, etc.
- (c) When you are applying for a franchise or sponsorship opportunity with us, we may collect information for the purpose of assessing your franchise or sponsorship application.
- (d) When registering as a loyalty member, we may collect personal information for the purpose of registering you as a loyalty member.

*Any personal information collected by Retail Zoo will only:*

Be collected by lawful and fair means

Be used for a lawful purpose

Be collected with your consent

The purpose for collection will be clear and explicit

### Disclosure of information to third parties

We may share your personal information to third parties, including independent contractors providing services for, or with, Retail Zoo, and we may verify with third parties the personal information you provide to us for the purpose for which it was provided.

In all cases, these third parties contractually required to keep that information confidential. We prohibit the third party contractor from using personal information about you, except for the specific purpose for which we supply it.

### Accessing your personal information

You can access the personal information that Retail Zoo holds about you by contacting the HR team. We will provide you with access to your personal information unless we are legally authorised to refuse your request.

## 5. WE WILL RECRUIT FAIRLY

### 1. OH & S

Retail Zoo is committed to ensuring the health, safety and welfare of all persons (including customers, contractors, visitors and the general public) at its workplace. Safety is all of our business and operations is an essential and expected part of the way we work.

Retail Zoo will take every practicable step to provide and maintain a safe and healthy work environment for all its team members and calls on all its team members to work with it in achieving this objective.

*Retail Zoo undertakes to continue to work towards improving the level of safety:*

In the workplace

In the system of work

Of the equipment used

*And to provide:*

Appropriately skilled team members capable of efficiently and safely carrying out their function.

Adequate instruction in, and supervision of, the performance of work.

We are all responsible for working safely and for ensuring we are keeping ourselves, and others, safe. With your continued support and commitment, and with every team member working collectively with a "team spirit", Retail Zoo can maintain its strong record of a safety culture.

### 2. Bullying and harassment

Retail Zoo is committed to providing all team members with a healthy and safe work environment, free from bullying and workplace violence. Retail Zoo encourages and supports team spirit and mutual respect amongst all team members, and calls on all team members to behave in a professional manner, and to treat each other with respect, courtesy and dignity whilst at work.

*Bullying is workplace harassment and repeated unreasonable behaviour directed towards a person, or group of people, that creates a risk to health and safety. Bullying can include:*

Verbal abuse and offensive language.

Threats.

Physical violence and abuse.

Sexual harassment or unwelcome sexual advances.

Exposure to offensive material.

Excluding or isolating team members, including withholding information needed for effective work performance.

Intimidation and being humiliated by such actions as hurtful teasing, jokes, or practical jokes.

Exciting hatred or violence.



Victimization.

Retail Zoo recognizes comments and behaviour which do not offend one person can offend another.

*Stalking is behaviour which comprises of following the victim, keeping them under surveillance or interfering with their property. Stalking can include:*

Making threats against an employee.

Using abusive or offensive words to, or in the presence of the employee.

Performing abusive or offensive acts in the presence of the employee.

Directing abusive or offensive acts towards the employee.

Acting in any other way that could reasonably be expected to cause physical or mental harm to the employee (including self harm or having suicidal thoughts), or which arouses apprehension or fear in the employee for his or her safety or that of any other person).

### **3. How to report bullying?**

Retail Zoo encourages all team members who experience bullying, violence or harassment to immediately report it to their direct manager. When bullying, violence or harassment is reported, it will be seen as a serious matter and will be investigated in a timely manner.

### **4. Diversity and equal opportunity**

Retail Zoo provides equal employment opportunity to all qualified persons without discrimination on the basis of age, sex, race, disability, marital status or religion, in accordance with applicable local, state and national laws and regulations. Retail Zoo will make reasonable job accommodation for persons with disabilities who can perform the essential functions of the position of which they are qualified and selected.

All employment and promotion decisions will be based solely upon individuals' qualifications, experience, prior contribution and demonstrated capacity to perform at higher or improved levels of performance, and will be in accordance with the principle of equal employment opportunity. Retail Zoo will take whatever affirmative action if necessary to attract and retain qualified persons.

## 6. WE WILL REFUSE INAPPROPRIATE GIFTS

### Gifts

All team members are prohibited from giving or receiving, or agreeing to give or receive, any unacceptable payments or gifts in relation to the affairs or business of Retail Zoo or in the course of their dealings on behalf of Retail Zoo.

This applies to all of the Retail Zoo operations, whether or not such conduct is a breach of law or social customs in the particular country in which the employee is conducting business.

*Examples of unacceptable payments/gifts may include:*

Any gift of cash or cash equivalent (such as gift certificates, loans, stock, or stock options).

Any gift or item of value, including product, which exceeds the policy guidelines.

Granting credit outside Retail Zoo policy.

Personal use of accommodation or transportation.

Payments or loans to be used toward the purchase of personal property.

Gifts or payments which are unlawful or that would breach Retail Zoo's policies.

Payments which are deemed to be an inducement, bribe, secret commission or secret profit as defined.

*This prohibition also applies to payments made:*

Though third parties, such as agents engaged to act on behalf of Retail Zoo or joint venture partners.

To relatives or associates, including a parent, spouse, de facto, child, sister, brother, cousin, niece, nephew, grandparent, grandchild, aunt, uncle or close friend.

*What do if you receive a gift?*

Team members are required to report any offers of unacceptable payments to their manager or HR department for the purposes of Retail Zoo reviewing its business dealings with that party. Retail Zoo will also then determine any action that should be taken.

## 7. WE WILL NOT MISUSE COMPANY PROPERTY

### Company resources

All facilities and resources within, controlled or owned by Retail Zoo will only be used for the purpose of performing authorised lawful business activities, generally and specifically, in accordance with the guidelines listed below for the benefit of Retail Zoo.

All equipment, software and information used in, or traversing any of, Retail Zoo systems or business are, and remain at all times, the property of Retail Zoo.

Retail Zoo reserves the right to monitor, record, delete, copy, use and take possession of all such equipment, software, hardware, data, manuals, as well as any communications facilities and resources, including email and internet use. To facilitate this, all copyright and intellectual property is considered property of Retail Zoo.

Information transmitted via email or the internet is not secure. The privacy and integrity of information cannot be guaranteed.

#### *What happens if this is breached?*

Breaches of this section will be reported immediately to the HR manager.

If the HR manager believes that these resources were used in unethical or illegal activities, or activities inconsistent with the Retail Zoo's purpose or mission have occurred, these processes will be followed:

- 1 The HR manager (or nominee) will investigate these breaches.

If a breach is found to have occurred, the HR manager will decide on any disciplinary action to occur.

Where a breach involves unethical or illegal activities, Retail Zoo has an obligation to report these to the relevant external law enforcement agencies, and individuals may be subject to prosecution.

## 8. WE WILL CARE FOR THE ENVIRONMENT

### Environment

Retail Zoo is an environmentally responsible company. We are therefore committed to do what we can to look after the environment – that's why we use environmentally friendly cups and packaging which reduce the number of trees that are cut down.

At Retail Zoo we are always looking to continuously improve ourselves, and we will continue to review the packaging and other environmental factors.

We encourage all employees to go above the minimum legal standards and do everything they can to protect the environment, such as use recyclables and conserve energy resources, including electricity, water and gas.

## **9. WE WILL ONLY TALK TO THE MEDIA IF AUTHORISED**

### **Public statements**

Retail Zoo team members should not respond directly to the media about any event unless authorised to do so by the CEO or PR Manager.

It is essential for consistency and accuracy that all public statements, and responses to media questions, come from an authorised spokesperson to provide credibility to the statement and ensure compliance with rules and laws (especially public statements and responses involving information that may have a material effect on the price or value of Retail Zoo shares). These procedures are intended to save Retail Zoo staff members from embarrassment or potential threat of litigation or breach of rules or laws, and they will help ensure that ad hoc comments are not made out of context.

For information that may have a material effect on the price or value of Retail Zoo shares, please refer to the Disclosure Policy (available at the corporate governance section of Retail Zoo's website).

### **What to do if asked for a statement?**

If pressured for a response by media, the name and contact details of the journalist should be taken and forwarded immediately to the PR Manager. The journalist will then be contacted by Retail Zoo to ascertain what he/she wants to know and appropriate steps will be taken to respond in a timely way.

A spokesperson may be appointed to speak to the media. The designated spokesperson will be briefed fully in order to respond confidently to media questions. In particular circumstances it may be necessary to call a Media Conference, issue a written statement or refuse to comment at all. No comment or a refusal to confirm or deny an allegation is often a legitimate and usual initial response. Conversely the failure to respond within a reasonable time can give the appearance that Retail Zoo has something to conceal and is likely to antagonise the media. These procedures are intended to ensure difficult situations are dealt with courteously, promptly and effectively.

## **10. WE WILL ABIDE BY THE RULES**

### **Comply with the code, law and policies/procedures**

As a global company, we are subject to both the countries and Retail Zoos laws, rules and regulations in every location in which we do business. Retail Zoo will only conduct business by lawful and ethical means.

You must be familiar and comply with all relevant laws and regulations in the location which you work. Be aware that any breaches of the law can have severe consequences beyond your own employment, both for Retail Zoo and yourself.

Whilst laws, rules and regulations can be complex and confusing, you are ultimately responsible for understanding which ones apply to yourself and your work. Retail Zoo is committed to assisting you by having relevant policies, procedures and training in place which comply with, and further clarify the law.

The Code of Conduct, as well as our policies and procedures, covers not just the law, but also the Retail Zoo way of doing things. Whenever there is an inconsistency between the relevant law this code of conduct and a policy or procedure you must comply with whichever is the highest standard.

### **Integrity in financial reporting**

Retail Zoo is committed to providing accurate, timely and clearly understandable disclosures in reports on its results to shareholders, the Australian Securities Exchange, Australian Securities and Investments Commission and other regulators.

Employees responsible for the preparation of such reports are responsible for the integrity of the information contained in, or which forms the basis, such reports and are expected to exercise the highest standard of care in preparing materials for public communications.

All material financial information and disclosure must be accurately represented in Retail Zoo's accounts. No information may be concealed by employees from either Retail Zoo's internal or external auditors. No employee may take any action to influence, coerce, manipulate or mislead Retail Zoo's external auditors in order to produce misleading financial statements.

## CODE OF CONDUCT DECLARATION

As an employee of Retail Zoo and associated brands, I acknowledge that I have read and understood my obligations to Retail Zoo as detailed in the Code on Conduct.

I understand that failure to comply with the code is a breach of my employment conditions which may result in disciplinary action.

Employee Name:

Employee ID:

Position:

Location:

Employee  
Signature:

Date:

Once completed this page can be returned to:

Human Resources Department, Retail Zoo,  
Level 1, Tower 2, Chadstone Place  
1341 Dandenong Road, Chadstone VIC 3148.