



Code of Conduct



Our Vision: Making life easier

At Coles, we're committed to making life easier for our customers and our team members.

To achieve this, we need to create the best shopping experience for our customers. They tell us life is getting busier, so offering great value, quality fresh food, served with pride anytime anywhere is critically important.

Our behaviours guide how we work as a team, and continue to build on the strong relationships with our suppliers and customers.

By focusing on these behaviours and our strategic priorities, we can win together and ensure Coles is a great place to shop and work!

This document outlines your responsibilities as a Coles team member as well as what our customers, team members and suppliers can expect from Coles. You are required to read and act in accordance with this document and the policies to which it refers.

Steven Cain

Chief Executive Officer
and Managing Director

1. Purpose of this Code

Coles is committed to a high level of integrity and ethical standards in all business practices. Team members must conduct themselves in a manner consistent with Coles standards, in compliance with all relevant legislation that apply to Coles and its operations.

This Code outlines how Coles expects all of its directors, employees (referred to as team members) and contractors to behave in the workplace and conduct business on a range of issues. It includes legal compliance and guidelines on appropriate ethical standards.

2. Who does the Code apply to?

All directors and team members must comply and conduct themselves in accordance with this Code.

This Code applies to all the operations and activities of Coles and its subsidiaries **(Coles)** and to any joint ventures and entities effectively controlled by Coles.

Consultants, contractors and business partners working with or for Coles should be informed of this Code and other relevant policies and guidelines, including the requirement that they act in accordance with them.

It is the responsibility of supervisors and managers to ensure that team members, contractors and business partners are aware of their responsibilities under this Code.

3. How the Code interacts with other Company policies

This Code should be read in conjunction with the following policies:

- Equal Opportunity Policy;
- Market Disclosure Policy;
- Securities Dealing Policy;
- Delegation of Authority Policy;
- Ethical Sourcing Policy;
- Anti-bribery Policy;
- Gifts, Events and Entertainment Policy;
- Conflicts of Interest Policy;
- Whistleblower Policy;
- Director Conflicts of Interest Policy;
- Diversity Policy;
- Privacy Policy;
- Confidentiality Policy;
- Environment Policy; and
- any other policies adopted by Coles from time to time,

which can be found at **mycoles>mywork>mypolicies**.

The Company continually assesses and upgrades its policies and procedures to ensure compliance with corporate governance requirements. You will be notified of any material changes to the policies and procedures.

4. What you can expect from Coles

4.1 Diversity and inclusion

Our aim is to make Coles a place where everyone feels valued for their unique contribution. What others may see as differences, we see as opportunities to bring different perspectives to our operations. Team members should not be subject to discrimination on the basis of (but not limited to) age, ethnicity, physical abilities, sexual orientation, gender identity, religious beliefs, family and relationship status, career aspirations, work status, educational background and flexible work arrangements.

4.2 Health, safety and wellbeing

At Coles we are passionate about the health, safety and wellbeing of our team members and our customers. This includes their physical health and their mental wellbeing.

Safety resources are available to you at **mycoles>mysupport**, and safety training is available on the Learning Hub at **mycoles>'I can'**.

4.3 Protecting the people we work with

Coles does not tolerate inappropriate workplace behaviour which includes harassment, discrimination or bullying. Nor do we accept behaviour that risks the safety of team members, customers, suppliers, contractors or anyone we interact with. This includes physical and psychological violence or harm. Please refer to our **Equal Opportunity Policy** located at **mycoles>mywork>mypolicies** and speak with your line manager or contact your People and Culture representative if you have any questions.

Coles will promptly investigate all allegations of harassment, bullying, victimisation or discrimination and will take appropriate corrective action. Retaliation against individuals for raising claims of harassment or discrimination will not be tolerated.

4.4 Confidentiality & Privacy

Coles safeguards the privacy of our customers, team members and any other party we deal with at all times.

At Coles, we know that managing privacy is an integral part of maintaining trust. You must protect an individual's personal information at all times. Coles will not accept collection, use or disclosure of information for anything other than a valid business requirement.

Coles will not accept the unauthorised disclosure of confidential information. You must not share any confidential information with any person who is not authorised to see it. This applies if you are currently employed at Coles and continues after your employment ends. Information is considered confidential when it is not readily available to the public. Please refer to the **Confidentiality Policy** located at **mycoles>mywork>mypolicies** for further information.

5. What customers and suppliers can expect from Coles

5.1 Fair Trading

The principles of Fair Trading underpin all of our dealings. Coles is committed to compliance with the Competition and Consumer Act (Cth) and equivalent state and territory legislation.

- We maintain customer trust by always being open and honest, ensuring product safety and by understanding and honouring customers' rights.
- We deal fairly, honestly and transparently with our suppliers.
- We respect our competitors and the law by not misusing our position to restrict competition.

Everyone at Coles has an obligation to actively promote compliance with the relevant competition and consumer laws, to undertake training or attend seminars to develop and maintain their knowledge and to act in accordance with those requirements.

5.2 Conflict of interest

A conflict of interest exists where you are in a position to make or influence a business decision which may benefit you or a related third party such as a partner, relative, business or associate.

Coles recognises the potential for conflicts of interest in a range of situations involving team members, contractors, customers, suppliers and other parties. All actual, perceived or potential conflicts must be declared. Please refer to the **Conflict of Interest Policy** at [mycoles>mywork>mypolicies](#) for information on how and when to declare a conflict.

An example would be a buyer having discussions involving a supplier with family connections. Similarly, it would also be considered a conflict of interest for a Store Manager to employ a family member in their store.

6. What we expect from you

As a representative of Coles, you should:

- treat everyone with whom you interact with dignity, courtesy and respect;
- perform your role to the best of your abilities and always in accordance with 'LEaD', the way we work;
- make truthful statements, promises or commitments that you and Coles are able to meet;
- learn about and follow all Coles policies and procedures and all relevant laws that apply to your role and follow any changes to these policies, procedures and laws;
- advise your manager of any situations where you think there could be a breach of these expectations, and encourage others to do the same;
- protect the reputation of Coles and not make any disparaging or untruthful remarks about Coles, other team members, customers, competitors, contractors or suppliers;
- behave in a way that ensures your safety and the safety of others;
- deal fairly and honestly with customers, suppliers and any other internal or external parties;
- act in the best interests of Coles;
- not knowingly participate in any illegal or unethical activity or enter into any arrangement or participate in any activity that would conflict with Coles' best interests; and
- not take advantage of your position or the property or information of Coles or its customers for personal gain or to cause detriment to Coles or its customers.

This applies to all work and work related social situations and any online or social media content where your connection to Coles could be known.

If you are unsure of what is expected of you in a particular situation, your manager is your most direct source of information. Relevant Coles policies are also available at **mycoles>mywork>mypolicies**.

Please ensure you are familiar with these policies.

7. Complying with Coles policies

7.1 Whistleblower protection

Coles is committed to ensuring that you are not disadvantaged or discriminated against for reporting unacceptable behaviour in good faith.

For further information, please refer to our **Whistleblower Policy**.

7.2 Anti-Bribery and Gifts, Events & Entertainment Policy

You must not offer, accept or request any payments or benefits (bribes) which may have the intention or effect of influencing business dealings. You should read and understand the **Anti-Bribery Policy** located at **mycoles>mywork>mypolicies**.

Coles is committed to ensuring our working relationship with all of our suppliers, business partners and regulators is based on high business ethics and integrity. Coles fully supports the development and transparency of professional relationships which our team members, contractors and agents have with our suppliers, customers and regulators, but in doing so we must ensure that a high standard of integrity is maintained.

When it comes to gifts and entertainment, you must remember:

Coles has a 'No Gifts' policy. Where it is impractical, or difficult to return a gift without offending or incurring disproportionate costs in doing so, then the following rules apply:

- the receiving of any gift must be advised immediately to your Line Manager, and cost of the gift reasonably estimated and agreed;
- the gift must be donated to charity or shared amongst team members at Line Manager's discretion; and
- under no circumstances can these items benefit the individual team member who was the recipient of the gift.

Events and Entertainment may only be accepted where there is a business purpose and where an existing business relationship exists. If entertainment is during working hours, you must take leave.

Refer to the **Gifts, Events and Entertainment Policy** at **mycoles>mywork>mypolicies** for information on obtaining approval and recording your attendance.

7.3 Securities trading

Coles is committed to ensuring compliance with all relevant laws, to maintain confidence in the trading of its securities, and prohibit specific types of transactions which are not in accordance with market expectations or may otherwise give rise to reputational risk.

You should familiarise yourself with the Coles **Securities Dealing Policy** located at **mycoles>mywork>mypolicies** and ensure that you act in accordance with it in conducting any dealing in Coles securities.

7.4 Continuous disclosure

To enable Coles to comply with its disclosure obligations under the *Corporations Act 2001* (Cth) and ASX Listing Rules, a Market Disclosure Policy has been developed which applies to all directors and team members.

You are required to immediately report potentially material market sensitive information in accordance with the reporting structure set out in that policy. 'Market sensitive' information means information which a reasonable person would expect to have a material effect on the price or value of Coles shares, for example if it would be likely to influence a person in deciding to buy or sell Coles share.

The Market Disclosure Policy also imposes restrictions on contact with the media and investment community. Only team members who have been nominated as an "Authorised Spokesperson" are permitted to speak publicly on behalf of Coles to major investors and stockbroking analysts.

8. What we expect from our leaders

In addition to their responsibilities as a team member, anyone in a leadership role at Coles is expected to:

- lead by example and challenge others to do the same;
- help team members understand what is expected of them in their roles;
- build team members' knowledge of the 'LEaD', the way we work at Coles, company policies and procedures and all relevant laws that affect their role, including changes to these policies, procedures and laws;
- give feedback and coaching to team members to help them perform to the best of their abilities;
- promptly manage behaviour that is inconsistent with these requirements;
- listen openly to ideas and suggestions;
- provide an environment where team members can raise their concerns and discuss them openly without fearing or experiencing negative consequences; and
- work, think and act safely as well as empowering their team to do the same.

9. Unacceptable workplace behaviour

9.1 Reporting unacceptable workplace behaviour

If you believe that someone has behaved inappropriately in the workplace or has breached or may potentially be in breach of the Code, policies or the law, please raise your concerns with your line manager. If the issue involves your manager, and you are not comfortable speaking with them, please raise it with another manager you are more comfortable with or your local People and Culture contact.

In addition, StopLine (1300 304 550) is a confidential reporting line that team members, suppliers and others may use to report theft, fraud or other serious trading breaches.

Please refer to the Coles Equal Opportunity Policy and Whistleblower Policy (which can be found at **mycoles>mywork>mypolicies**) for further information on available reporting options.

9.2 Supporting team members who report unacceptable workplace behaviour

Coles encourages you to report inappropriate and unacceptable workplace behaviour. Managers or your local People and Culture contact will deal with all reports in a sensitive and impartial manner.

Any situation where a team member feels they have experienced negative consequences as a result of raising a concern will be treated seriously. In the event of such a situation arising, please contact your manager, another manager you are comfortable with or your local People and Culture contact.

False complaints can be very distressing for the person involved. If you intentionally make a false complaint you may be subject to disciplinary action, up to and including termination of your employment.

9.3 Consequences of unacceptable workplace behaviour

Behaviour that is inconsistent with this Code, or is a breach of Coles policy or legal requirements will be investigated.

Whether a formal or informal investigation takes place will depend on the circumstances of the alleged breach. Depending on the findings of any investigation, appropriate actions will be taken and these could range from coaching of the relevant team member to termination of employment without notice.

Examples of unacceptable workplace behaviour which are likely to result in termination of employment include:

- Serious harassment, discrimination or bullying
- Serious safety breaches, including physical or psychological violence or threats of violence
- Misleading or defrauding Coles
- Theft
- Misuse or wilful damage of Coles' property
- A serious breach of Coles' policies, procedures or the law.

10. Public communications and disclosures

Team members are responsible for the integrity of information, reports and records under their control and are expected to exercise the highest standard of care in preparing materials for public communications.

Those documents and materials must:

- comply with all applicable legal requirements;
- fairly and accurately reflect the transaction or occurrences they relate to; and
- not contain any false or intentionally misleading information, nor intentionally misclassify information.

11. Community

11.1 Contribution to the community

Coles is a responsible corporate citizen and actively supports the communities in which we live and work. You are expected to uphold Coles' commitment to pursue good corporate citizenship while engaging in corporate activity.

You must abide by all local laws and regulations, and are expected to respect and care for the environments in which Coles operates.

Coles supports and encourages team members to actively contribute to the needs of the community. Store team donations and charitable support is governed by the Community Engagement - Donations and Sponsorship Policy. Store Support Centre contributions (such as donations or sponsorship) on behalf of the Company must be made in accordance with the Delegation of Authority Policy and notified to Community Relations at community.relations@coles.com.au.

11.2 Environment

Coles is committed to doing business in an environmentally responsible manner, in compliance with environmental law, regulatory requirements and environmental licence conditions, and identifying (and planning and implanting strategies to effectively manage and reduce) environmental risks that may arise out of its operations. Further details on Coles' commitment to protect the environment and act responsibly towards the environment are set out in the Environment Policy.

If you are aware of, or suspect, an action that is not environmentally responsible or in breach of the applicable laws and regulations, you should report such matters in accordance with the Environment Policy, located at **mycoles>mywork>mypolicies**.

11.3 Politics

Team members may voluntarily participate in the political process as an individual. We ask that team members do not engage in actions that could cause someone to believe that your actions reflect the views or position of Coles, if that is not the case.