

CODE OF CONDUCT

Applicable to Racing.com Media Pty Ltd Personnel.

Date issued 21 March 2023

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1. PURPOSE

The purpose of the Code of Conduct (**Code**) is to:

- (a) provide Racing.com Media Pty Ltd (the **Company**) Directors, Officers, employees, contractors, consultants and agents (collectively **RDCM Staff**) with guidance on the standard of behaviour expected of RDCM's Staff;
- (b) ensure the highest ethical standards are maintained within the Company; and
- (c) ensure the reasonable expectations of the Company's stakeholders are met.

2. SCOPE

This Code applies to, and is binding upon, RDCM Staff, and all others who work for, act on behalf of, or represent RDCM.

Where we refer to 'contractors' in this Code, it is those persons to whom the Company provides this Code as being applicable to the individual, as provided in the relevant individual's legal agreement with the Company.

Where we refer to policies in this Code of Conduct, please note that the Company has other policies and procedures in place and that RDCM Staff should access these documents via the RDCM intranet.

3. DEFINITIONS

'**Company**' means Racing.com Media Pty Ltd.

'**Director**' means the members of the Company's Board as defined in the *Corporations Act 2001* (Cth).

'**Employees**' applies to permanent employees (including full and part-time), fixed-term employees, casual employees, volunteers, temporary agency staff and specified contractors, engaged by the Company, its subsidiaries and its parent company (where relevant).

'**Officer**' means as defined in the *Corporations Act 2001* (Cth).

4. PERSONAL AND PROFESSIONAL CONDUCT

At the Company, we behave in a professional manner that fosters trust, confidence and goodwill in the thoroughbred racing industry. At all times we will:

- act in the best interests of the Company;
- work within the Company's values;
- treat others with dignity, fairness and respect;
- devote our whole time, attention and ability to the business of the Company while at work;
- refrain from knowingly participating in any illegal or unethical activity;
- refrain from entering into any arrangement or participating in any activity that would conflict with the Company's best interests or would be likely to negatively affect the Company's reputation;
- refrain from taking advantage of the property or information of the Company or its customers for

personal gain, or to cause detriment to the Company or its customers; and

- comply with all policies, procedures and laws applicable to our role and hold ourselves accountable and beyond reproach for our actions.

5. USE AND RELEASE OF INFORMATION & SOCIAL MEDIA

5.1. Confidential Information

Confidential information is a valuable business asset and includes all information concerning any past, present or future business, operations or affairs of the Company, and its related bodies corporate and affiliates, that is not publicly available.

You must not use, copy or disclose confidential information obtained in the course of your employment or engagement by the Company for any purpose, unless appropriately authorised by the Company to do so or if required by law. You must also use your best endeavours to ensure that third parties do not use, disclose or copy the Company's (or its related bodies corporate or affiliates') confidential information, except to the extent necessary for the third party to perform their duties to the Company.

You must not use any confidential information gained in the course of your employment or engagement by the Company to obtain a personal advantage for yourself or any other person, or in a way that may cause damage to the Company (or its related bodies corporate and affiliates) or the Victorian thoroughbred racing industry.

You are prohibited from disclosing any information or opinion concerning the Company (or its related bodies corporate and affiliates) or the Victorian thoroughbred racing industry to the media, unless permission is granted as per the Company's policy. Refer all media enquiries you receive to your General Manager, and at all times adhere to the Company's Media Policy.

5.2. Private Information

It may be that you have access to personal information relating to other employees or participants in the Victorian thoroughbred racing industry. Such information is confidential, having been provided on the understanding that it will be used for specific purposes only and will remain confidential. You must store this information securely and not disclose it to any person except in the course of your official duties.

5.3. Public and Social Media Comment

Any comments made on social media platforms, like Facebook, Twitter, Instagram, TikTok, etc. **are public remarks** and can be copied, distributed and shared with a wider audience than intended. This is the case regardless of your applied privacy settings.

You must not make any adverse public comment on matters relating to the Company or to the Victorian thoroughbred racing industry unless you are expressly authorised to do so. You are strongly advised not to publicly air personal views, anonymously or otherwise, that may be inaccurate and/or that may reflect poorly on the Company or the Victorian thoroughbred racing industry. You must make sure that your personal views on matters of interest to the Company are clearly labelled as being your own views, and make sure that your personal views are not interpreted as official comment.

Refer to the RDCM Media Policy

Refer to the Racing Victoria Social Media Policy

6. CONFLICT OF INTEREST

A conflict of interest may arise during the course of performing your duties for the Company. This may occur for various reasons, including where private interests conflict with your duties to the Company. It is not possible to define all potential areas in which a conflict of interest may arise. If you are in doubt as to whether a conflict exists, raise this with your General Manager (or if you are a director or officer, the Chair of the Board).

Remember that the mere appearance of a conflict of interest can itself jeopardise other people's perception of your integrity. The test of whether a conflict of interests exists is whether you may be seen to have been potentially influenced by your personal or business interests – not whether you were in fact so influenced – or whether you may have used your position and personal or business affiliations to unduly influence a situation.

Often you will be the only person who knows that there is a potential conflict of interest. It is therefore up to you to declare to your General Manager (or the Chair of the Board, as applicable) any conflict of interest that arises or is likely to arise. Disclose every occasion on which you deal, in the course of duties, with relatives, close friends or business acquaintances. Your disclosure will be kept confidential, unless we are required by law or by a regulator to disclose it.

You should not participate in any decision-making process where you may be compromised or perceived to be compromised. You should also consider, if you are or may be perceived to be compromised, removing yourself from the process entirely (i.e., not receiving any information about the decision and leaving the room when it is discussed).

You must not take advantage of property, information, or other opportunities arising from your position within, or engagement by, the Company. For example, if you received information about a breaking news story in connection with your employment and then sold that story to a competitor.

Refer to the RDCM Conflict of Interest Policy

7. Betting Prohibitions and Restrictions

The success of the Victorian Thoroughbred Racing Industry is dependent upon the highest levels of integrity and professionalism by all personnel of RDCM and all key industry participants. Specifically, as an employee of RDCM you are prohibited from credit betting on any sporting event or race (at any venue and any code) with a bookmaker or wagering service provider (including a betting exchange). This applies regardless of where the event or race is taking place (i.e. Australia or overseas). A bet on credit means a bet where payment is not made by the bettor at the time of placing the bet but is settled at a later time. Employees of RDCM are not bound by any restrictions with lay betting and are able to do so provided there are no other prohibitions or restrictions in place.

In addition to the above specific prohibitions, it is also expected that where a prohibition or restriction applies, a person will take a common-sense approach to avoid, where possible, situations that give rise to a perception that you may be betting in breach of that prohibition or restriction. It is important to be aware at all times of how other people may perceive certain situations, as perceptions can almost be as important as reality when it comes to the integrity of racing.

8. GIFTS, FINANCIAL PROBITY AND ACCOUNTABILITY

The Company is committed to acting professionally, fairly and with integrity in all its business dealings and relationships. Accordingly, the Company applies a zero-tolerance approach to bribery and corruption.

8.1. Reporting Gifts

You must never make or accept, or agree to make or accept, such payments or engage in conduct that is, or may reasonably be considered, as being corrupt.

Immediately report to your General Manager, copying in People and Culture, any circumstances where you are offered a benefit or gift from a third party. You should do this regardless of whether it is accepted or not. This does not include hospitality offered by racing clubs or other industry partners to attend race meetings or functions, where this is a working engagement and it is offered without the expectation of something in return.

Where a gift is given without your prior knowledge or consent or where a gift is given as a token of goodwill to the Company, inform your General Manager (or the Chair of the Board, as applicable) as soon as possible.

Refer to the RDCM Gifts, Benefits & Hospitality Policy

8.2. Ownership of Gift

Gifts and benefits of low material value (less than \$300 in total from any one organisation or person) may be accepted in accordance with the Gifts, Benefits & Hospitality Policy.

All other gifts that you receive in respect of the performance of your duties belong to the Company and must be handed to your General Manager accordingly. In exceptional circumstances, an Executive Leadership Team (ELT) member may approve exceptions in consultation with the People & Culture Team.

Refer to the RDCM Conflict of Interest Policy

Refer to the RDCM Gifts, Benefits & Hospitality Policy

8.3. Patron and Favouritism

You must not use your position to obtain a private benefit for someone else. Your decisions must not be improperly influenced by family or other personal relationships.

8.4. Financial Probity and Accountability

Ensure that in financial matters, including the handling of monies, there is full accountability in relation to any advice or transaction in which you may be involved. Where your position within the Company requires the exercise of financial responsibilities, all necessary protocols and professional standards, including relevant Company policies and procedures, must be adhered to. Should you be unsure of these, notify your General Manager as a matter of priority.

8.5. Potential Consequences

Bribery and corruption are very serious offences. Breach of this policy by you:

- (a) could expose you to severe criminal penalties (a fine or imprisonment or both) and/or civil penalties (a fine); and
- (b) will be regarded by the Company as serious misconduct that will lead to disciplinary action, up to and including termination of employment or engagement, or removal from office (as applicable).

Refer to the Racing Victoria Fraud Management Policy

Refer to the RDCM Anti Bribery & Corruption Policy

8.6. Compliance with Law

You must respect and comply with all laws and regulations that apply to the Company and its operations. This means you should understand the laws and regulations relevant to you in relation to your specific job. You are expected to comply not only with your legal obligations but also to act ethically and responsibly in your interactions with others and in representing the Company. The Company reserves the right to inform the appropriate authorities where it considers that you have engaged in criminal activity or a breach of the law.

9. ANTI-DISCRIMINATION, ANTI-SEXUAL HARASSMENT & ANTI-BULLYING

Every person employed or engaged by the Company is to be treated fairly and must not be discriminated against on the basis of any personal attribute such as gender, race, religion, etc.

The Company is an equal opportunity employer. Equal employment opportunity refers to employment practices that are designed to enable existing and potential employees to compete on their merits for employment, promotions and opportunities for progression, without reference to irrelevant personal characteristics.

Refer: To the Racing Victoria Anti-Discrimination Policy

Workplace bullying is defined as repeated, unreasonable behaviour directed toward a person, or group of people, that creates a risk to health and safety. Bullying can include, but not be limited to, verbal threats or abuse, excluding or isolating, psychological or emotional harassment, assigning meaningless tasks unrelated to the person's job, physical threats or intimidation, and setting impossible assignments or goals.

Refer to the Racing Victoria Anti-Workplace Bullying Policy

9.1. Zero Tolerance of Sexual Harassment

Sexual harassment is any unwanted or uninvited sexual behaviour which is offensive, embarrassing, intimidating or humiliating.

Sexual harassment is an unacceptable and unlawful form of behaviour which will not be tolerated under any circumstances. All people have the right to work in an environment which is free of sexual harassment and victimisation and the Company will vigorously protect that right. Sexual harassment is not just illegal during working hours or in the workplace itself, such behaviour is illegal in any work-related context, including business or field trips, work-related travel, conferences and work functions and parties.

If you are subjected to, or witness or hear of behaviour that you consider or suspect constitutes discrimination, workplace bullying, or sexual harassment, immediately notify your Manager or a representative of the People & Culture Team.

Refer to the Racing Victoria Sexual Harassment Policy

Refer to the RDCM Whistleblower Policy.

10. WORKPLACE HEALTH AND SAFETY & LEADERSHIP

The Company priority is maintaining a healthy and safe working environment for all of its personnel and contractors. All applicable laws and internal regulations (including occupational health and safety laws) should be fully complied with.

You must not be impaired by alcohol or legal or illegal drugs while at work or when performing your duties, and you must respect all restrictions applying to cigarette smoking or e-cigarettes. If you are a Manager or supervisor within the Company, you must:

- (a) provide leadership, information, resources, training, support and the relevant policies and procedures to assist the employees and contractors you supervise, to reach the required level and safety of performance in a fair and consistent manner;
- (b) treat employees, contractors and other the Company stakeholders fairly and equitably, in accordance with the Company's policies and procedures; and
- (c) ensure that the Company's premises adequately provide for the health, welfare and safety of employees, contractors and other stakeholders of the Company (including visitors).

11. The Company's Property

You must use the Company's resources (including computer facilities, information systems and electronic resources such as Internet and email) and premises appropriately, responsibly and in the best interests of the Company. Unauthorised access to confidential information is prohibited.

You must take all necessary steps to ensure that the Company's resources and assets, including funds, equipment and information are:

- (a) protected; and
- (b) used only for the purpose for which they were intended to be used; and
- (c) used in accordance with the Company's policies and procedures.

Unless otherwise provided for in your contract with the Company, if you participate in the development of processes or products that will be used by the Company, or have access to the results of that type of work, you must treat the intellectual property associated with those processes or products as the property of the Company both during and after your period of employment or engagement by the Company, and you must take any further action reasonably required by the Company to register the Company as the owner of such intellectual property.

12. DIRECTOR'S OBLIGATIONS

If you are a Director or Officer of the Company, or one of its related bodies corporate, you must comply with the additional duties in the **Annexure A** to this Code of Conduct.

13. BREACHES OF THIS CODE: GETTING ADVICE

13.1. Breaches of the Code

You should be familiar with your responsibilities under this Code of Conduct. Action may be taken against you if you breach the Code. The action may vary from counselling, a warning or disciplinary action including, in extreme cases and after proper processes, potentially a termination of your employment or engagement.

13.2. Getting Advice

If you need any advice regarding this Code of Conduct or any matters not addressed here, you can obtain confidential assistance and advice from your Manager (or the Chair of the Board, as applicable) or directly from the People & Culture Team. All enquiries will be treated in the strictest confidence.

13.3. Making Complaints

If you have grounds for complaint arising out of any matter related to your work, whether ethical or otherwise, you should discuss and attempt to resolve the matter with your Manager (or the Chair of the Board, as applicable), or if this is not possible, escalate it to a senior Manager or to the People & Culture Team. If you are still dissatisfied, you may lodge a personal grievance to have the matter resolved. You will be required to carry out your duties until the matter is resolved. You will be protected against victimisation for reporting unethical behaviour or wrongdoing, providing your claim is not determined to be vexatious and/or unconscionable and you have reported the matter to an appropriate person including your Manager, other Managers or the People & Culture Team.

14. REVIEW AND APPROVAL

This Policy is reviewed annually and as required. This may occur due to a change of operation, new legislative obligation, government recommendations or recommendations as a result of audits.

Where revisions are required, changes will be tracked in red for review by the relevant Senior Management Team member, and for recommendation to the RDCM Board for approval.

If approved, a tracked, clean (both in Word) and PDF copy of the Policy will saved, and then sent to Legal, Risk and Compliance. A copy may also be provided to People & Culture for uploading onto Racing Victoria’s intranet (The Stable).

Any changes to the Policy is noted in the ‘version’ table at section 15 below.

15. VERSION

Version	Nature of Change	Reviewing Party	Approval date
1.0	Policy Adoption.	RDCM Board Endorsement	21 March 2023
1.1	Update – Betting Prohibition and Restrictions inclusion.	RDCM Board	

My Commitment to the Code of Conduct and Professional Behaviour

As an employee or contractor of the Company my personal and professional behaviour should contribute to a productive and harmonious workplace and reflect favourably on me, my colleagues, our service and profession, and the Company.

As such, I will:

- carry out my duties in a lawful, professional, responsible and conscientious manner;
- not act corruptly or support anyone else acting corruptly;
- not harass or bully others;
- abide by the dress code and etiquette of 'business casual';
- maintain and develop knowledge in my professional fields and areas of responsibility;
- exercise my best judgment in the interests of the Company and make decisions fairly and without bias using the best factual information available;
- maintain adequate documentation to support the decisions I make;
- behave at all times with courtesy, honesty, sensitivity and consideration to co-workers, service users and the public, respecting their dignity;
- comply with legislative, industrial or administrative requirements, and lawful and reasonable directions given by persons in authority;
- comply with any and all conditions of access to or use of the Company's resources and facilities;
- ensure that my claims for work related expenses are accurate;
- not attend work under the influence of alcohol or other drugs;
- maintain the confidentiality, integrity and security of official information, intellectual property and copyright for which I am responsible;
- respect the personal privacy and security of information of others;
- avoid wherever possible real and perceived conflicts of interest;
- actively seek to minimise and prevent theft, fraud or corrupt conduct throughout the organisation;
- be aware of the requirements of Anti-Discrimination and Work Health and Safety legislation and the responsibilities these place on me;
- not post material that may be considered obscene, defamatory, threatening, bullying, harassing, discriminatory or hateful to another person or entity, including the Company, its employees, Contractors, clubs, partners, participants, competitors and or other racing related individuals or organisations;
- immediately notify my Manager if, at any stage during the course of employment or engagement, I am charged or convicted with a serious offence under any law of the Commonwealth or a State or Territory of Australia (for example, in relation to dishonesty, misconduct, contempt of court or any criminal charges or pending criminal proceedings), or I am found to have committed an offence under the Rules of Racing of Racing Victoria and/or the Australian Rules of Racing. If I am unaware whether an offence is serious or not, I will check with the People & Culture Team. I understand I am not required to disclose parking fines or speeding tickets, unless the circumstances or frequency of offending indicate a disregard for the law

(e.g. multiple speeding tickets over a three month period);

16. My Commitment to the Code of Conduct and Professional Behaviour

As such, I:

- will act responsibly when becoming aware of any unethical behaviour or wrong doing by any other employee or stakeholder, by making a report to a senior member of the Company; and
- recognise that the Company's Board has the ultimate right to determine what is to be done in the planning and provision of services.

As a Manager I understand that in addition to the above, this Code of Conduct requires me to:

- provide leadership, information, resources, training, support and the relevant policies and procedures to assist the employees I supervise to reach the required level of performance in a fair and consistent manner;
- treat employees and others concerned with the business fairly and equitably, in accordance with Company policies and procedures; and
- ensure that the Company premises adequately provide for the health, welfare and safety of employees, volunteers, external stakeholders and clients.

ACKNOWLEDGEMENT

I acknowledge that I have read my copy of the Company's Code of Conduct. I have had an opportunity to clarify any issues with my Manager. I agree to abide by this Code.

Signature: _____

Print Name: _____

Date: _____

ANNEXURE A - DIRECTORS' OBLIGATIONS

1. APPLICATION

The requirements and obligations set out in this Annexure apply to any director or officer of the Company.

2. GENERAL LAW DUTIES

Directors and officers must:

- (a) exercise their powers and fulfil their duties bona fide in the best interests of the Company as a whole;
- (b) exercise their powers for the purposes for which they were conferred;
- (c) not fetter the future exercise of directors' and officers' powers; and
- (d) avoid being placed in a position of conflict of interest (or the appearance of a conflict of interest).

3. STATUTORY DUTIES

Directors and officers must:

- (a) at all times exercise the degree of care and diligence that a reasonable person would exercise if they were a director of a company in the Company's circumstances and occupied the office held by, and had the same responsibilities with, the company as the director or officer;
- (b) at all times exercise their powers and discharge their duties in good faith and in the best interests of the Company and for a proper purpose; and
- (c) not make improper use of their position or any information to gain, directly or indirectly, an advantage to themselves or for any other person or to cause detriment to the Company.

4. ATTENDANCE AND INVOLVEMENT

- (a) Directors must endeavour to attend all Board meetings of the Company. Where attendance is not possible, appropriate steps should be taken to obtain a leave of absence from the Chair of the Board.
- (b) Directors and officers must maintain the confidentiality of matters discussed at Board meetings (other than Board resolutions unless otherwise resolved by the Board) and of information acquired in the course of fulfilling their role as director or officer. Directors and officers must refrain from publicly commenting on considerations and determinations by the Board unless authorised by the Board to do so.
- (c) Directors and officers must ensure that they are fully informed about the activities and affairs

of the Company and the racing industry generally, including relevant statutory and regulatory requirements, and the physical, political and social environment in which Victorian thoroughbred racing is conducted.

- (d) Directors must take reasonable endeavours to ensure that they have sufficient information on any matter to be discussed at a Board meeting, ahead of the meeting. It may be necessary for the Director to obtain expert advice on a matter, in which case such advice should be as objective and independent as possible and be procured on a confidential basis.

5. CONFLICTS OF INTEREST

- (a) Directors will at all times give primacy to the interests of the Company, and will not allow their personal interests, or the interests of any associated person, to conflict with those of the Company.
- (b) Directors will ensure that in any circumstances where an actual or potential conflict between their personal interests and those of the Company may arise, the affected Director will:
 - (i) immediately disclose the nature of that conflict to the Chair; and
 - (ii) accept the directions of the Board in respect of the resolution of the conflict.
- (c) Directors acknowledge that the directions of the Board may include a requirement that the affected Director not receive Board papers in relation to the subject matter of the conflict and/or that the affected Director absent themselves from any discussion at a Directors' meeting in relation to the subject matter of the conflict.

6. DISCLOSURE OF INTERESTS

Each Director must, no later than the first Board meeting after they are appointed, provide to the Chair of the Board a complete list of the Director's Private Interests (as that term is defined in the (Racing Victoria's Private Interest and Probity Policy). Thereafter, the Director must keep this list up to date at all times.

7. PROBITY CHECKS

Directors and officers must co-operate with the Company in providing their personal information for the purpose of completing probity checks by the police or other relevant authorities and inform the Chair of the Board of any change in circumstances that is likely to have a material effect on the Director or officer's probity status.

8. DISSENT

Directors must make every effort to resolve disagreements of the Board to avoid dissension. Where agreement cannot be reached, directors should consider doing any or all of the following:

- (a) make the extent of their dissent known to the Board, providing adequate reasons (and ensuring that the dissent and reasons are recorded in the Minutes);

- (b) request additional legal, accounting or other professional advice if it would assist the Board;
- (c) request that the decision be postponed to the next meeting to allow time for further consideration and informed discussion;
- (d) tabling a statement dissent and asking that it be recorded in the Minutes; and/or
- (e) writing to the Chair or the Board, asking that the letter be filed with the Minutes.

Notwithstanding the above, once a decision has been made, Directors and Officers must not ignore or attempt to subvert or frustrate the decision of the Board, or pursue a private agenda.