



**Resolute**

# Code of Conduct

## 1. Introduction

The Code of Conduct is a framework of guiding principles for Personnel to ensure compliance with all legal and ethical standards in work related matters.

The Code of Conduct specifies the standards of behaviour required by Personnel in the performance of their duties.

The following core principles guide Personnel behaviour:

- to act with integrity and professionalism in the performance of their duties and in the proper use of Resolute information, funds, equipment and facilities;
- to exercise fairness, honesty, respect and consideration in all their dealings while carrying out their duties; and
- to avoid real, apparent or perceived conflicts of interest.

The Code of Conduct supplements the formal policies and procedures of Resolute (**policies and procedures**), which Employees are also required to adhere to in carrying out their duties.

This Code of Conduct applies to all Personnel, whether or not in a full/part time, casual or permanent capacity, and all persons employed by Resolute through any joint venture or alliance project. All contractors and suppliers engaged by Resolute are also required to follow the Code of Conduct

## 2. Commitment to the Code of Conduct

Resolute is committed to acting in accordance with its core principles as stated in this Code of Conduct when dealing with government authorities, suppliers, contractors, consultants, agents and the community as a whole, as well as other Personnel.

Resolute aspires to achieve best practice, creating opportunities for Resolute's business partners to assist both its stakeholders and communities, while operating openly, honestly, with integrity and responsibility and maintaining a strong sense of corporate social responsibility. In maintaining its social corporate responsibility, Resolute will conduct its business ethically, adhere to the core principles stated in this Code of Conduct, encourage community initiatives, consider the environment and ensure a safe, equal and supportive workplace.

## 3. Commitment to our Employees

The Employees of Resolute are critical to the overall success of the organisation and remain its most important resource. Resolute is committed to providing a safe and healthy work environment that promotes consultation and participation at every level and ensures that Employees are kept informed of Resolute's activities. Resolute will respect its people, encourage their input and ensure that they are treated in a fair and honest manner free of harassment, bullying, hostility and offensive behaviour.

## 4. Commitment to our shareholders and the financial community

Resolute is committed to delivering value to its shareholders and to representing its growth and progress truthfully and accurately. Resolute will comply with the spirit and letter of all laws and regulations that govern shareholders' rights.

Resolute is committed to safeguarding the integrity of its financial reporting and promotes a structure of review and authorisation designed to ensure the truthful and factual presentation of its financial position. Resolute will prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards that represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which Resolute conducts its business.

## 5. Commitments to our stakeholders

All Personnel have an obligation to use their best efforts to deal in a fair and responsible manner with Resolute's stakeholders. Resolute regards ethics, honesty and clear communication as the cornerstones of its reputation, which enables Resolute to build successful and lasting business relationships.

## 6. Guideline to expected business behaviour

Resolute adheres to the core principles of fairness, honesty, respect and integrity to ensure it maintains its reputation as a solid corporate citizen. These guidelines define the expectations placed on Personnel and ultimately define Resolute's work culture. Individual behaviour is also supported by the need for sound judgement through careful assessment, consultation with colleagues, a strong sense of obligation and a will to do the right thing.

## 7. Employees' behaviour

Resolute expects its Employees to perform their duties while:

- complying with any lawful and reasonable direction given by Resolute;
- complying with any policies and procedures (as varied from time-to-time), instructions and lawful directions that relate to your employment and duties;
- complying with all laws and regulations that apply wherever Resolute conducts its business, including but not limited to:
  - establishing and maintaining management systems, policies and procedures that comply with the law; and
  - promoting and conducting training in Resolute's policies and procedures;
- devoting the whole of your time and attention to your work during office hours;
- ensuring the highest level of safe working practices are adhered to and maintained;
- performing duties honestly and in a proper and efficient manner;
- using their best endeavours to promote and enhance the interests, welfare, business, profitability, growth and reputation of Resolute; and
- not engaging in any activities, either during or outside of working time, which:
  - conflict with the business interests of Resolute;
  - harm the reputation of Resolute, its Directors, Employees, contractors or suppliers; or
  - criticise the actions of Resolute, its Directors, Employees, contractors or suppliers.

## 8. Conflicts of interest

A “conflict of interest” arises when an Employee or Director has a direct or indirect, professional or personal interest in a property, investment, contractor, supplier, consultant or transaction in which the Employee or Director knows or believes that Resolute has an interest. This direct or indirect interest would either make it difficult to fulfil the person's duties properly or would create an appearance of impropriety that could undermine shareholder or public confidence.

An indirect interest includes but is not restricted to:

- an interest of a close relative of an Employee or Director; and
- an interest of a corporate entity or other legal entity associated with an Employee or Director or a close relative of an Employee or Director.

Examples of potential conflicts of interest include:

- holding business interests or employment outside of Resolute;
- close affiliations or family link with suppliers, agents or contractors (potential for nepotism);
- offering or accepting gifts and hospitality outside of Resolute's policy described in this Code of Conduct and the Anti-Bribery and Corruption Policy and/or failing to declare such gifts or hospitality;
- pursuing Resolute business opportunities for personal gain; or
- influencing business decisions concerning a partner, close relative(s) or friends.

Business dealings and personal relationships that cause or may cause conflicts of interests or create the appearance of a conflict of interest with an individual's obligations to Resolute must be avoided.

A conflict of interest may include any of the following or a combination of them:

- actual – when the interest is known to exist;
- potential – when the interest is believed to be under consideration or discussion; and
- perceived – where there is a perceived conflict.

You must avoid all situations which could result in conflicts of interest and should comply with reporting and disclosure requirements of potential, actual or perceived conflicts of interest, and disclose any matters which could reasonably be expected to interfere with your professional duties, by completing the Conflict of Interest Disclosure form (refer to Appendix A) and submitting it to the Company Secretary for consideration and entry in the conflicts of interest register.

The Company Secretary will ensure that the matter is properly reviewed. This will include considering whether it is appropriate for you to resume any discussions or activities that involve the conflict.

## 9. Use of Resolute information

In accordance with Resolute's Privacy Policy, Employees must not use or disclose any personal or confidential information that they obtain through their employment with Resolute, other than in the proper performance of their duties. This includes information about Personnel, contractors, suppliers, consultants or agents. If unsure, Employees must discuss the matter with their line manager. Information obtained at work or held in Resolute's business records, including Personnel, contractor or supplier information, should not be used to obtain financial reward or any other benefit, or to take advantage of another person. All documentation stored electronically or in any other form relating to the Employee's work or the business or affairs of Resolute is the property of Resolute unless otherwise agreed. On termination of employment with Resolute, no documentation or information relating to an Employee's work or to the business or affairs of Resolute is to be removed for any reason.

## 10. Insider trading

All Personnel must ensure that any trading of Resolute securities that they are involved in complies with the Corporations Act and Regulations (particularly the prohibitions on insider trading).

In general terms, insider trading occurs when a person trades in the securities of a company when they are in possession of information concerning that company which is not generally available, and which, if made public, would be likely to have a material impact on the price of those securities.

Resolute has adopted a Securities Trading Policy in relation to complying with all laws and regulations in respect of insider trading. All Personnel are expected to comply with the terms of the Securities Trading Policy.

If you are unsure whether an activity is, or could be perceived to be, insider trading, you should discuss the matter with the Company Secretary.

## 11. Using Resolute resources

Resolute property, funds, facilities and/or services should be used efficiently, economically, and for authorised purposes only in accordance with delegated financial authority.

## 12. Use of position

You must not use your position to:

- seek or obtain any financial or other advantage for yourself, your close relatives or any other person or organisation; or
- harass or disadvantage another person.

## 13. Gifts and/or accepting gifts, gratuities or other benefits

Resolute avoids the appearance of paying or receiving bribes through means such as lavish meals and entertaining or excessive gift giving. In general, meals, entertainment and gifts given or received must be appropriate and consistent with the Resolute's Travel Management Standard.

The following general principles apply:

- **No quid pro quo** - there must be a legitimate business purpose that justifies the expense. Under no circumstances should customary gifts, meals, entertainment, travel or lodging be given as a quid pro quo to improperly influence or obtain unfair advantage;
- **No cash gifts** - gifts should never be given in cash or cash equivalents (e.g. gift cards or certificates);
- **Fully and accurately documented** - all expenses must be fully and accurately documented in accordance with Resolute's policies and procedures;
- **Appropriate and approved** - all gifts, meals and entertainment given or received must be appropriate and approved by the CFO or CEO if the value exceeds AU\$250 (or another threshold determined by the CEO in relation to a specific business unit). Lavish spending or inappropriate entertaining must be avoided;
- **Gifts, meals and entertainment should be given openly** - customary gifts, meals and entertainment should be transparent to avoid the appearance of impropriety. Openness is achieved through documentation, consultation and advance approval where appropriate or required;
- **Local laws or regulations** - the gift, meal or entertainment must be legal under the laws and regulations of the country of the recipient; and

- **Gifts should be recorded and monitored** - a Gifts and Entertainment Declaration form (refer to Appendix B) must be completed for any gift, meal, entertainment or other personal favour or assistance given or received which has a value in excess of AU\$250 (or another threshold determined by the CEO in relation to a specific business unit) and must be provided to the CFO for approval and entered in the gifts and entertainment register. The completed gifts and entertainment declaration must be provided to the CFO within 14 days from when the offer was made or the benefit was given or received.

Refer to Appendix C for Quick Reference Examples related to gifts and entertainment. Personnel should seek guidance in advance from the CFO for special situations.

Care must be taken not to obtain any perceived advantage when offering or receiving gifts, entertainment or other benefits, particularly in circumstances involving public officials.

Any gift or entertainment may be viewed by Resolute as a bribe if it is not declared.

## 14. Travel and entertainment

Travel and entertainment should be consistent with the needs of the business and in line with the Resolute Travel Management Standard. It is the intent of Resolute that Personnel neither lose nor gain financially as a result of business travel and entertainment. Each item of expenditure must be supported by the appropriate voucher, invoice or receipt and submitted to your line manager for approval. No member of Personnel may approve his or her own expense claim.

Personnel who approve travel and entertainment expenses are responsible for the propriety and reasonableness of expenditures, ensuring that expense reports are submitted promptly and that receipts and explanations properly support reported expenses.

## 15. Drugs and alcohol

In accordance with the Health Policy and Safety Policy the working environment should be free from the influence of drugs or alcohol. This will help to ensure the health and safety of Personnel and others with whom they come into contact and to maintain the efficient and effective operation of the business. For those reasons, the following rules will be strictly enforced.

Personnel must not:

- report or try to report for work when unfit due to consumption of alcohol or drugs (whether illegal or not) or due to substance abuse;
- be in possession of illegal drugs in the workplace; or
- consume illegal drugs or abuse any substance whilst at work.

Personnel may consume alcohol at company functions in a way that is socially and professionally appropriate.

Contravention of these rules is a very serious matter and Resolute will take disciplinary action, which may well include dismissal.

In addition, possession of or dealing in illegal drugs on Resolute's premises or sites will, without exception, be reported to the police.

## 16. Equal opportunity and diversity

All Personnel must be aware of the Equal Employment Opportunity – Anti-Discrimination, Anti-Bullying and Anti-Harassment Procedure and the responsibility it places on Employees to respect the rights of individuals. All Personnel are responsible for upholding this policy and eliminating any practices and behaviour which are discriminatory, or which could lead to discrimination, workplace bullying or harassment in the workplace.

## 17. Outside employment

Employees, other than non-executive Directors and part-time Employees, are not to seek or accept paid employment from any business other than Resolute.

Employees, other than non-executive Directors and part-time Employees, wishing to serve on the board of an external company or government body must receive prior approval from the CEO, unless such organisation is a not for profit, the position is unpaid and the time commitment is outside of Resolute office hours.

## 18. Conducting business overseas

It is Resolute's policy that its business affairs and operations should at all times be conducted legally, ethically, and in accordance with community standards of integrity and propriety. Resolute recognises that in some countries generally accepted business practices are different from those in Australia.

However, Resolute requires that all its Personnel, contractors and suppliers comply with this Code of Conduct no matter what country they are in or what the local practices may be.

For international business dealings, the following standards of conduct and legal requirements must be observed:

- All applicable laws must be followed. If there is a conflict between applicable local law and applicable Australian law, legal advice must be sought in order to resolve the conflict.
- In particular, business dealings must be conducted in accordance with Australian and other applicable anti-bribery laws. These laws generally provide that it is a criminal offence to bribe a public official to obtain an advantage that is not legitimately due to you.
- The making of other types of payments to public officials in their personal capacities to induce them to perform their official duties in a particular way is also not allowed by Resolute. This includes 'grease payments' or 'facilitation payments' (small, non-official payments to expedite routine actions), and applies whether the payment is made directly or through agents. However, where there is a legitimate business purpose, it may sometimes be acceptable to provide travel, entertainment, hospitality or meals to public officials provided this occurs in accordance with the requirements of this Code of Conduct. The value and nature of such expenditure must always be modest and appropriate to the circumstances.
- Business books and records must be maintained in proper, responsible and honest manner which will allow Resolute to comply with the laws applicable to it.

Refer to Resolute's Anti-Bribery and Corruption Policy for further information.

## 19. Health and safety

Resolute is committed to a zero-accident philosophy by providing a safe and healthy working environment for its Personnel. The emphasis of this commitment is identification of potentially unsafe practices and the prevention of incidents and injury. Resolute has a very strict safety culture; all of Resolute's policies and procedures relating to safety are mandatory.

All Personnel must report any hazards, incidents or near misses to their line manager immediately. Any injuries resulting from incidents must be reported to the line manager immediately. The line manager will report these incidents to Resolute's safety representative immediately.

You are required to comply with the relevant workplace health and safety laws, the Health Policy, Safety Policy, and all relevant site specific policies and procedures and take all practicable steps to ensure a safe workplace for yourself and others.

## 20. Environmental Responsibility

Resolute will conduct its business activities with proper regard to the protection of the environment and in accordance with the Environment Policy and Community Policy. Resolute will use its best endeavours to conduct its operations in a manner that is environmentally responsible and sustainable.

You are required to comply with the relevant environmental laws and regulations, the Environment Policy, and all relevant site-specific policies and procedures.

## 21. Community Responsibility

Resolute will regularly communicate and engage with local communities so that our relationship with them and the support we provide, aligns with each communities' culture and values. Resolute will ensure that there are robust processes of assessment in place to identify all potential impacts that Resolute's operations have on the communities Resolute works in.

Resolute has a Community Policy, which you are required to comply with.

## 22. Security

The security of all Personnel is a Resolute priority. You are expected to comply with Resolute's Security Policy, including by treating all people with respect and dignity and be guided in your planning and actions by the Voluntary Principles on Security and Human Rights.

## 23. Electronic communications

Company laptop/desktop computers, mobile phones, tablets and associated peripheral devices (communication equipment) are issued to Personnel for the purposes of supporting the fulfilment of their duties and responsibilities as identified by their job description and terms of employment/contract of employment. Resolute is responsible for the operational integrity of all computers, mobile phones and tablets and may at any time request that communication equipment issued to any Personnel be returned for regular maintenance and security checks.

The communication equipment and software assigned to Personnel remains the property of Resolute and must be used in accordance with the Internet Security Policy. By using such equipment Personnel agree to comply with these conditions. Resolute expects these resources to be used appropriately.

Accessing, storing or disseminating any information or material that is illegal, obscene, discriminatory, defamatory, hateful or that may annoy, harass or intimidate another person is prohibited.

The downloading of any unauthorised software or attachment of unauthorised peripheral devices is not permitted.

Employees are provided the Information Security Policy at the time of employment and failure to comply with these conditions will result in their system access being restricted or disabled and, in some cases, disciplinary action being

taken. Resolute has a legal obligation to report any illegal violations to the appropriate authorities. Personnel are required make themselves familiar with the Information Security Policy including as a minimum, the Information Technology Acceptable Use Standard and the Social Media Standard.

It is not Resolute's policy to regularly monitor the content of electronic communications. However, the content of electronic communications and the usage of electronic communications systems may be monitored to support operational, maintenance, auditing, security, and investigative activities. Personnel should structure their electronic communications in recognition of the fact that Resolute may from time-to-time examine the content of electronic communications.

Resolute reserves the right to examine electronic mail messages, files on personal computers, and other information stored on or passing through Resolute's computers or electronic communications systems at any time and without prior notice. In addition, Personnel should expect that any information they share or post to social media sites may be viewed by Resolute at any time without notice. The purpose of such examination is to ensure compliance with internal policies, assist with investigations and assist with the management of Resolute's Information Security Management Framework.

## 24. Continuous disclosure

Resolute has a Continuous Disclosure Policy that must be complied with. Resolute must ensure that all matters that a reasonable person would expect to have a material effect on the price of value of Resolute securities are disclosed in a timely and balanced manner. Resolute wants to promote fair markets, honest management and full and fair disclosure.

For more information, please refer to the Continuous Disclosure Policy.

## 25. Breaches of the Code of Conduct

Personnel have a responsibility to observe the letter and spirit of the Code of Conduct and to ensure its requirements are not breached.

Failure to comply with the Code of Conduct and associated policies may result in one or more of the following actions:

- training;
- performance management;
- disciplinary action;
- termination of employment or contractual arrangements; and
- civil or criminal prosecution.

## 26. What to do if you suspect a breach of the Code of Conduct or need to disclose something

Personnel, contractors and agents are strongly encouraged to report any suspected breach, or any other ethical issues raised by the Code of Conduct. Resolute has established a Whistleblower Policy to ensure that Personnel who make such reports are supported, and wherever possible, are protected from any detrimental consequence as a result of their disclosure.

## 27. How to make a report or disclosure

Personnel, contractors and agents have several options for reporting breaches of this Code of Conduct which are outlined in the Whistleblower Policy. In summary, you can raise any issue with People and Culture, the General Counsel, the CFO or via the independent telephone hotline described in the Whistleblower Policy.

## 28. Procedure after a report or disclosure is made

Any Director, Employee, contractor or agent who in good faith makes a complaint about a suspected breach of the Code of Conduct by someone else and follows the reporting procedure should not be disadvantaged or prejudiced because they came forward. Any report made by a Director, Employee, contractor or agent will be acted upon, and wherever possible, kept confidential.

An investigation will take place to address the complaint or disclosure made and the Director, Employee, contractor or agent will be informed of the outcome to the extent possible and practical. The investigation will follow Resolute procedures for handling a complaint or disciplinary issue.

Responsibility for the administration of the procedures relating to the Code of Conduct resides with the Company Secretary.

## 29. Letter of offer / employment contracts

Prospective Directors and Employees will be provided with a copy of the Code of Conduct with their letter of offer, employment or engagement contract. By signing the letter of employment or engagement, you demonstrate your understanding, acknowledgement and acceptance of Resolute's policies and procedures which includes the Code of Conduct.

## 30. Employee induction program

As part of Resolute's induction process, Employees will be required to participate in a Code of Conduct awareness training session.

## 31. Ongoing training program

On a regular basis, Resolute will conduct Code of Conduct refresher training sessions.

Personnel will be required to attend a refresher training session on a periodic basis and attendance will be recorded in a training register.

## 32. Annual certification

On an annual basis, Personnel are required to sign an annual certification confirming their understanding and compliance with the Code of Conduct and Anti-Bribery and Corruption Policy.

## 33. Monitoring and compliance

The Company Secretary will bear overall responsibility for monitoring compliance with this Code of Conduct.

## 34. Definitions

**Board** means the board of directors of RSG.

**CEO** means the chief executive officer of RSG.

**CFO** means the chief financial officer of RSG.

**Chair** means the chair of the Board.

**Company Secretary** means the company secretary of RSG.

**Corporations Act** means *Corporations Act 2001* (Cth).

**Director** means a director of RSG.

**Employee** means an employee of, or consultant to, Resolute.

**Personnel** means all Directors and Employees.

**Resolute** means RSG and its subsidiaries and related entities.

**RSG** means Resolute Mining Limited ACN 097 088 689.

**you** or **your** means any Director or Employee.

## 35. Related documents

- Anti-Bribery and Corruption Policy.
- Community Policy.
- Continuous Disclosure Policy.
- Diversity and Inclusion Policy.
- Environment Policy.
- Equal Employment Opportunity – Discrimination, Bullying and Harassment Procedure.
- Health Policy.
- Information Security Policy.
- Privacy Policy.
- Safety Policy.
- Security Policy.
- Securities Trading Policy.
- Whistleblower Policy.

## 37. Approval and review

This document is to be reviewed annually by the Board.

| Version | RIGS Document Category | Date           | Status   | RIGS Document Owner   | Reviewer   | Approver  | Approval Date  |
|---------|------------------------|----------------|----------|---|--|---|----------------|
| 1.0     | Board                  | 23 August 2018 | Reviewed |  |  |  | 23 August 2018 |
|         |                        |                |          | <b>Amber Stanton</b><br><i>General Counsel &amp; Company Secretary</i>            | <b>John Welborn</b><br><i>Managing Director &amp; CEO</i>                          | <b>Martin Botha</b><br><i>Chair</i>   |                |

## Conflict of Interest Disclosure Form

Please complete your answers in block letters.

I,

---

*(insert full name)*

of

---

*(insert business unit/ department/ company name)*

Hereby declare the following interests *(please tick ALL applicable boxes)*:

Actual

Potential

Perceived

Nature of relationship resulting in the conflict of interest *(please tick ALL applicable boxes)*:

Personal

Business

Family

Please provide a brief outline of the nature of the conflict of interest (including how the conflict of interest arose (or could arise), what the impact of the conflict may be, whether or not the matter is an arm's length transaction):

---

---

---

Please detail the arrangements proposed to resolve / manage the conflict of interest:

---

---

---

I hereby agree to:

Update this disclosure throughout the period of my employment with Resolute on an annual basis or until such time as the conflict of interest ceases to exist.

Co-operate in the formulation to a "plan to manage the conflict of interest" as required.

Comply with any conditions or restrictions imposed by Resolute to manage, mitigate or eliminate any actual, potential or perceived conflict of interest.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

## Gifts and Entertainment Declaration Form

| <b>PART 1: Details of person filling out this form</b>   |  |
|--|--|
| From (name and position title):  |  |
| Department:  |  |
| Email:   | Telephone:   |
| Date:  |  |
| <b>PART 2: Gift, Meal or Entertainment <u>FROM</u> Resolute or Resolute Personnel</b>  |  |
| <i>Note: please complete part 3 of this form if you are declaring a Gift, Meal or Entertainment that has been offered or given to you or another Employee or Director.</i> |  |
| Is the Gift, Meal or Entertainment going to be offered or has it already been given?   | To be offered / Already given  |
| Was the Gift, Meal or Entertainment accepted or declined?  | Accepted / Declined  |
| Name of Personnel offering or giving Gift, Meal or Entertainment:  | Name:<br>Position and title:<br>Email:<br>Telephone:<br>Business unit: |
| Date Gift, Meal or Entertainment is to be offered/was given:   |  |
| Description of Gift, Meal or Entertainment:  |  |
| Reason for offering/giving the Gift, Meal or Entertainment:  |  |
| Person to whom the Gift, Meal or Entertainment is being offered/was given to:  | Name:<br>Company:<br>Position:<br>Email:<br>Telephone:                 |
| Estimated Value in Local Currency / AUD (individually and in aggregate)  |  |
| Is the Gift, Meal or Entertainment valued above AUD\$250 per person?<br><br><i>If yes, please obtain prior written authorisation for the amount above the threshold.</i>   | Yes / No   |

**PART 3: Gift, Meal or Entertainment offered or given TO Resolute or Resolute Personnel**

|  |  |
|--|--|
| Has a Gift, Meal or Entertainment been offered to you or someone else at Resolute, or has it already been accepted?  | Offered / Accepted   |
| Will the Gift, Meal or Entertainment be accepted or declined (or has it already been accepted or declined)?  | Accepted / Declined  |
| Name of person to whom the Gift Meal or Entertainment was offered or given:  | Name:<br>Position and title:<br>Email:<br>Telephone:<br>Business unit: |
| Date Gift, Meal or Entertainment was offered/accepted:   |  |
| Description of Gift, Meal or Entertainment:  |  |
| Reason for accepting or declining the Gift, Meal or Entertainment:   |  |
| Person who offered/gave the Gift, Meal or Entertainment:   | Name:<br>Company:<br>Position:<br>Email:<br>Telephone:                 |
| Estimated Value in Local Currency / AUD (individually and in aggregate)  |  |
| Is the Gift, Meal or Entertainment valued above AUD\$250 per person?<br><i>If yes, please obtain prior written authorisation for the amount above the threshold.</i> |  |

**PART 4: CFO Approval**

Submitted by: \_\_\_\_\_

Signature: \_\_\_\_\_

Approved by  
CFO: \_\_\_\_\_

Signature of  
CFO: \_\_\_\_\_

## Quick Reference - Gifts and Entertainment Example

### GIFTS

|               | Types   | Occasions   | Individuals   |
|---------------|---|---|---|
| Appropriate   | <ul style="list-style-type: none"> <li>• Company logo items</li> <li>• Items with no market value</li> <li>• Token gifts</li> <li>• Courtesy gifts</li> </ul>   | <ul style="list-style-type: none"> <li>• When culturally appropriate (i.e. during Spring or Mid-Autumn Festival)</li> <li>• In exchange for hospitality</li> </ul>  | <ul style="list-style-type: none"> <li>• Representatives with whom no bid (contract) or deal is pending</li> </ul>  |
| Inappropriate | <ul style="list-style-type: none"> <li>• Cash, stocks, other negotiable instruments</li> <li>• Any other instruments of value such as gift coupons</li> <li>• Jewellery</li> <li>• Cigarettes or cigars</li> <li>• Reimbursement of expenses</li> <li>• Forgiveness of debt</li> <li>• Promise of employment or personal favours</li> </ul> | <ul style="list-style-type: none"> <li>• Before/ during submission of bids</li> <li>• Before contract signing</li> <li>• Frequent giving to one individual</li> <li>• When overall situation gives an appearance of impropriety</li> <li>• Receipt of gifts is prohibited by the law or recipient's employer</li> </ul> | <ul style="list-style-type: none"> <li>• Representatives of government departments or organisation with whom a bid or deal is pending</li> <li>• Receipt of gifts is prohibited by the law or recipient's employer</li> </ul> |

**NOTE:** The above examples are not exhaustive. Be mindful of the value and type of the gifts and entertainment and seek appropriate pre-approvals before proceeding.

## ENTERTAINMENT

|               | Types   | Occasions   | Individuals   |
|---------------|---|---|---|
| Appropriate   | <ul style="list-style-type: none"> <li>• Business meals</li> <li>• Non-meal refreshments as part of hospitality</li> <li>• Cultural or sporting events</li> </ul>   | <ul style="list-style-type: none"> <li>• Where business is conducted during, immediately after/ before the entertainment</li> </ul>   | <ul style="list-style-type: none"> <li>• Representatives of government departments or organisation whom no bid or deal is pending</li> </ul>  |
| Inappropriate | <ul style="list-style-type: none"> <li>• Massage parlours</li> <li>• Adult entertainment and adult movies</li> <li>• Illegal activities</li> <li>• Recreational events where an Employee does not attend with the customer</li> </ul> | <ul style="list-style-type: none"> <li>• Before/ during submission of bids</li> <li>• Before contract signing</li> <li>• Frequent entertaining of one individual</li> <li>• When overall situation gives an appearance of impropriety</li> <li>• Receipt of entertainment is prohibited by the law or recipient's employer</li> </ul> | <ul style="list-style-type: none"> <li>• Representatives of government departments or organisation with whom a bid or deal is pending</li> <li>• Receipt of entertainment is prohibited by the law or recipient's employer</li> </ul> |

**NOTE:** The above examples are not exhaustive. Be mindful of the value and type of the gifts and entertainment and seek appropriate pre-approvals before proceeding.