

Cole Workwear P/L

ABN: 51 166 955 602

CODE OF CONDUCT

Updated September 2013

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1 Introduction

Cole Workwear P/L is a leading specialist in branded apparel group with operations in Australia, New Zealand and China. Cole Workwear P/L mission is to:

Cole Workwear aims to build capacity for Aboriginal people in business and employment in the area of Workwear and PPE supply.

Cole Workwear core values are:

to be recognised as the Australian leader in delivery, service and performance of branded apparel;

to have the utmost honesty, integrity and fairness in what we do;

to create a safe and inspiring workplace where individuals have every opportunity to succeed with their efforts recognised and rewarded; and

to be welcomed in the communities in which we operate.

We recognise that our reputation is one of our most valuable assets and is founded largely on the ethical behaviour of the people who represent Cole Workwear.

This Code sets principles for ethical behaviour by all Cole Workwear Corporation's personnel including directors, employees, contractors and consultants. It provides a framework for maintaining and enhancing Cole Workwear's reputation. It is about establishing common values and setting guidelines for acceptable behaviour.

The principles expressed in this Code govern our conduct wherever we operate and compliance with this Code is a condition of working for Cole Workwear. These principles are not exhaustive nor are they a restatement of the law. Importantly these principles should not serve as a replacement for basic common sense and responsibility.

Breaches of this Code will be treated seriously and will lead to disciplinary action.

2 Board Approval

The Board of Directors has approved this Code. The Board may approve updates and amendments to this Code from time to time.

3 Who does the Code of Conduct apply to?

This Code applies to all Cole Workwear personnel including directors, officers, employees, contractors and consultants who act for us within all sectors, regions, areas, and functions.

We expect the companies and individuals we do business with to conduct themselves with honesty, integrity, in compliance with all legal requirements, in an ethical and professional manner.

4 What is expected of you?

You are expected to:

- (a) conduct business with honesty and integrity and in an ethical and professional manner that protects our reputation;
- (b) understand and comply with legal requirements and Cole Workwear policies;
- (c) avoid any activities that could involve or potentially involve any unethical behaviour, unlawful practices or harm to Cole Workwear reputation;
- (d) avoid actual or potential conflicts of interest;
- (e) safeguard confidential information of Cole Workwear and respect the confidential information of other parties with whom we do business or compete; and
- (f) promptly report to Cole Workwear any breach of law or regulation, ethical principles or Cole Workwear policies.

These requirements are not just about operating within the law, but are also about acting as responsible citizens, being honest and trustworthy and showing respect for others.

Importantly, these expectations extend beyond Cole Workwear premises and normal working hours to personnel fulfilling their roles while on Cole Workwear business at functions, conferences, social events and training courses and while on business trips. It also extends to any other situation where personnel can be associated with Cole Workwear.

5 What are Managers' responsibilities?

Managers have the additional responsibility of serving as role models for these principles by visibly demonstrating support and by consistently encouraging adherence to them.

Managers must be available to provide their personnel with guidance on ethical behaviour and compliance relevant to their role and responsibilities. Managers are also responsible for creating an environment that encourages open discussion about ethical concerns.

6 Key Management

The following additional principles govern the conduct of each director and key executive of the company ("Key Management"):

(a) Each Key Manager must disclose to the Board (of Cole Workwear) all situations where the interest of the Key Individual is in conflict with, or appears to be in conflict with the interests of the Company and otherwise act in accordance with the law in relation to that conflict of interest

(b) Each Key Manager must not take advantage of property, information or position, or opportunities arising from the property, information or position of the Company, for personal gain of the Key Individual or any other person, or to compete with the Company

7 Compliance and the Code of Conduct

All Cole Workwear personnel must observe the spirit and the letter of the law and exercise high standards of ethical conduct when dealing with:

- (a) shareholders, creditors and general community;
- (b) customers, consumers and suppliers;
- (c) employment practices; and
- (d) the community.

One of Cole Workwear primary mechanisms for ensuring legal compliance and fostering a positive and ethical business environment is Cole Workwear risk management framework.

The main objectives of the risk management framework is to identify compliance risks, maintain appropriate internal controls that address these risks and provide monitoring systems to detect illegal or unethical conduct.

In addition, the framework provides detailed policies that, together with other Cole Workwear policies, provide a more practical translation of the requirements, values and principles expressed in this Code.

This Code facilitates Cole Workwear compliance with its legal and regulatory obligations and maintenance of high standards and Cole Workwear reputation as a good corporate citizen.

8 Business Dealings

You must comply with the spirit and letter of the law, and exercise high standards of ethical conduct, in all business dealings, including those with customers, consumers and suppliers. You must actively promote compliance by Cole Workwear with all laws and regulations affecting Cole Workwear's operations.

Relevant laws include competition and consumer protection legislation. For example, in all Cole Workwear Australian business dealings, you must comply with the Trade Practices Act which:

- (a) prohibits many forms of anti-competitive conduct (such as price fixing, boycotts, resale price maintenance, third line forcing and misuse of market power); and
- (b) protects consumers (for example, by prohibiting misleading conduct and establishing minimum standards for goods and services).

In particular, we must ensure that all goods and services we supply to customers, consumers and the community meet Cole Workwear's high quality standards as well as those standards required by the law.

In our business dealings, the giving or receiving of unacceptable payments by Cole Workwear personnel, such as inducements, bribes, secret commissions or secret profits, is not permitted under any circumstances.

9 Intellectual Property

In the course of your work you may create items that are protected or protectable under intellectual property laws, such as the laws concerning copyright, patents, trade marks, designs, and circuit layouts.

If you are an employee of Cole Workwear all intellectual property rights created in the course of your work will be owned by Cole Workwear entity that employs you from the time of their creation. You must co-operate in securing those rights for Cole Workwear.

10 Confidentiality and Privacy

In your work, you may have access to information that is confidential to Cole Workwear. Reasonable steps must be taken to maintain its confidentiality. You must not use it or disclose it to any person except in the proper performance of your duties for Cole Workwear, unless you obtain an appropriate manager's prior written consent or unless you are required by law to disclose it.

Your confidentiality obligations:

- (a) continue after you cease to be engaged by Cole Workwear; and
- (b) do not apply to information that is in the public domain or comes into the public domain other than through a breach of your confidentiality obligations.

Examples of information that you must treat as confidential are your password for accessing any Cole Workwear computer system and any Cole Workwear personnel records to which you have access.

In addition, you must comply with privacy laws, particularly in relation to the collection, use and handling of personal information.

11 Our Workplace

Workplace safety is a very high priority for Cole Workwear. Cole Workwear Occupational Health and Safety Policy sets objectives of zero harm or injury to employees resulting from Cole Workwear operations in countries in which it operates.

Cole Workwear is committed to providing a safe and satisfying working environment in which everyone is treated fairly and with respect and where employment decisions are based upon merit. Cole Workwear is also committed to observing the spirit and letter of applicable laws, including its industrial awards and agreements.

Cole Workwear has various workplace standards so that it can meet these commitments:

Cole Workwear is committed to creating a workplace:

- where everyone is treated fairly and equally;
- in which no-one is discriminated against on the basis of characteristics such as gender, age, race, religion, sexual preference or marital status; and
- in which no personnel or others who work in or visit its workplaces or sites is subject to, or commit an act of harassment while engaged in Cole Workwear business or on Cole Workwear's premises.

Affirmative Action Policy Statement - Cole Workwear has an Affirmative Action Policy which covers our equal employment opportunity and sets out what to do if any personnel have been discriminated against and to facilitate fair and equitable treatment of personnel in their working relationship with Cole Workwear.

Workplace Consultation Policy - You are expected to maintain a harmonious workplace and to contribute to the resolution of workplace issues and disagreements in a prompt, fair and impartial manner. Cole Workwear will ensure that workplace issues and disagreements are promptly and properly investigated.

Performance Management - The primary objective of Cole Workwear performance management process is to improve performance and to correct inappropriate behaviour. Accordingly:

(a) performance and behaviour requirements will be clearly communicated so they are understood by all Cole Workwear personnel;

(b) unsatisfactory performance and inappropriate behaviour will be promptly identified;

(c) Cole Workwear personnel will receive appropriate training in order to properly perform their role; and

(d) performance management processes will be applied fairly, impartially and with appropriate confidentiality.

Protection of the Company's Assets - Cole Workwear has many business systems in place to help it operate effectively, including internet and e-mail facilities. Cole Workwear allows access to and use of e-mail and/or internet for legitimate work-related purposes and will not tolerate inappropriate use of its computer facilities.

Corporation will regularly audit material viewed and down-loaded by personnel as well as information sent from and received by Cole Workwear computer systems.

You must protect Cole Workwear property and the belongings of others from theft, misappropriation and misuse. Assets of Cole Workwear must be used properly for the legitimate business purposes of Cole Workwear.

Health and Safety - You are expected to protect your health and safety and that of all Cole Workwear personnel and other persons who work in or visit our workplaces. We require all operations to comply with legal requirements and Cole Workwear's Occupational Health and Safety Policy.

Our systems and procedures, together with our Induction Manual, provide for the identification, assessment and management of risks relating to Cole Workwear's workplaces, sites and business operations. Cole Workwear is committed to providing support and training for personnel so that they understand their occupational health and safety obligations and have practical guidance for managing risks.

Drugs and Alcohol - It is essential that all personnel who work in or visit Cole Workwear's workplaces or sites can safely and competently perform their work duties. Your ability to perform your job properly may be affected if you take alcohol or drugs. Taking drugs and alcohol, or misusing medications, may also affect your safety, the safety of others and affect Cole Workwear's business operations.

Cole Workwear is committed to having systems and procedures in place so that personnel are fit for work at all times and understand their obligations in relation to alcohol, drugs and prescription medications.

12 Conflicts of Interest

You should avoid placing yourself in situations or entering arrangements involving an actual or potential conflict between your personal interests and those of Cole Workwear.

Examples of conflicts of interest include:

(a) actively participating in outside business activities which compete with Cole Workwear;

(b) utilising commercially sensitive or confidential information of Cole Workwear for purposes other than those of Cole Workwear;

(c) taking a personal advantage of a business opportunity you became aware of through your role in Cole Workwear; and

(d) engaging in conduct or activities that conflicts with your ability to perform your duties and responsibilities to Cole Workwear.

Cole Workwear personnel must disclose to the Board all situations where the interest of the individual is in conflict with, or appears to be in conflict with the interests of Cole Workwear, and otherwise act in accordance with the law in relation to that conflict of interest.

13 Transactions with Cole Workwear and Disclosure

If you are a director or member of Key Management, any transactions with Cole Workwear involving you, your immediate family or any companies or other entities controlled by you or them or in which they have a substantial interest, must first be disclosed to the Cole Workwear Board who will decide whether it is appropriate for the transaction to proceed. Examples of transactions requiring disclosure include:

(a) you entering a consulting agreement with a Cole Workwear company; and

(b) you, or a company you or your family controls, entering into a contract to supply goods or services to a Cole Workwear company.

14 Reporting wrongdoing?

All personnel are responsible for promptly raising concerns about any possible serious misconduct or unethical behaviour within Cole Workwear. This includes the potential misconduct of directors, employees, consultants and contract or temporary workers. Ideally, you should raise concerns before problems develop. By stepping forward and raising concerns, you are fulfilling one of your responsibilities to Cole Workwear.

You should consider reporting serious misconduct or unethical behaviour to your immediate supervisor and should look to address your concerns through normal internal channels. If this does not result in a satisfactory outcome, or if it is not possible or appropriate to make a report to your immediate supervisor.

The types of things you should report may include any actual or suspected:

- (a) breach of the law;
- (b) breach of ethics, this Code of Conduct or other Cole Workwear policies;
- (c) corrupt activities;
- (d) significant mismanagement or waste of funds or resources;
- (e) abuse of authority;
- (f) serious harm to public health, safety or environment or the health and safety of you or any Cole Workwear personnel; and
- (g) action taken against, or harm suffered by, Cole Workwear personnel as a result of making a report

15 Situation not covered in this Code?

If you have any questions that are not specifically addressed, please speak with your manager, local Human Resources representative, or the Company Secretary. Never hesitate to ask questions, raise concerns, or seek the guidance or assistance you need.

16 Where can I get further information?

Cole Workwear personnel can direct their questions about this Code to their manager or supervisor and, where necessary, Human Resources will be consulted. Suppliers, consumers and members of the community can contact:

The Company Secretary

Cole Workwear P/L

PO Box 49

Joondalup WA 6919