

RTO Limited

Code of Ethics

RTO LIMITED

CODE OF ETHICS

PURPOSE:

RTO Limited's (*RTO* or *Company*) Code of Ethics sets the standards of ethical behaviour on which Directors and employees of the Company are required to conduct their professional lives.

Directors and employees will:

- Always act with honesty and total integrity exercising diligence and fairness. They will conduct themselves in a manner that ensures the Company's reputation and image will not be compromised by their actions or statements.
- Fulfil their duties and exercise their powers with due care and diligence having regard to the Company's Values and acting in the best interests of RTO.
- To the best of their abilities, using reasonable endeavour, seek to ensure RTO's records and documents including financial reports are accurate and true.
- Avoid conflicts of interest. Each Director will disclose all relationships they have with RTO as per the group's Conflicts of Interest Declaration, together with private or business interests that may constitute a conflict of interest to the Board so that the Board can assess the Director's independence in each instance.
- Respect, maintain and protect the confidentiality of information about RTO's financial and business affairs as well as information entrusted to them about customers, work colleagues and stakeholders except where disclosure is permitted or required by law.
- Respect, protect and uphold the rights of other employees, customers, shareholders and other legitimate stakeholders in the Company.
- Not take advantage of opportunities arising through the use of any of the assets, property or information of RTO or its subsidiaries for personal gain.
- Fully comply with all laws, rules and NZX and other regulations relevant to RTO's business in all jurisdictions within which the Company operates.
- Use their best endeavours to ensure compliance by the Company with all statutory and internal disclosure requirements in a timely manner.
- Not accept unauthorized payments, gifts or other inducements arising from dealings conducted on behalf of the Company.
- Report any unethical or illegal (or potentially illegal) behaviour, including any breaches of this Code of Ethics, of which they become aware to the Chairman of RTO, the Company and its Corporate Advisors.
- In the case of directors, give proper attention to all matters before them.