



Code of Conduct



Our Vision, Purpose and Strategy

At Coles, our vision is to become the most trusted retailer in Australia and grow long-term shareholder value. Our purpose is to help Australians eat and live better every day.

To achieve this, our strategy is to be:

- a destination for food and drink;
- accelerated by digital; and
- delivered consistently for the future.

Our Coles Group Values of **care** for each other, deliver for our **customers**, have **courage** to make the right choices and **create** for the future guides how we work as a team.

Focusing on our Coles values will enable Coles to win together with our team members, communities and suppliers.

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.

Kind regards,

Leah Weckert

Managing Director
and Chief Executive
Officer (CEO)

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, and in compliance with all legislation that applies to Coles and its operations.

This Code of Conduct (**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 at all times. It includes legal compliance and guidelines on appropriate ethical standards.

Coles acknowledges the Traditional Custodians of Country throughout Australia and pays its respects to elders past and present. We recognise their rich culture and continuing connection to land and waters.

2. Who Does the Code Apply to?

All directors and team members, including those working temporarily or permanently in Coles overseas entities, must comply and conduct themselves in accordance with this Code.

This Code applies to all the operations and activities of Coles Group Limited and its subsidiaries (**Coles**), within Australia and overseas, and to any joint ventures effectively controlled by Coles.

Consultants, contractors, business partners or any other participants working with or for Coles should be informed of this Code and conduct themselves in accordance with it.

It is the responsibility of line managers to ensure that team members, consultants, contractors, business partners or other participants are aware of their responsibilities under this Code.

3. How the Code Interacts with other Coles Policies

This Code should be read in conjunction with all other Coles policies.

Coles continually assesses and reviews its policies, procedures and standards to ensure compliance with corporate governance requirements.

Please ensure you are familiar with all policies, procedures and standards located at **mycoles>mywork>mypolicies**.

4. What You Can Expect from Coles

4.1 Diversity and Inclusion

Our vision for diversity and inclusion is to foster a safe, inclusive and diverse workplace that is reflective of the community and customers we serve.

Coles recognises that diversity and inclusion improves our ability to attract, retain, motivate and develop the best talent, create an engaged workforce, deliver the highest quality services to our customers and continue to grow the business.

Please ensure you are familiar with the **Diversity and Inclusion Policy** located at **mycoles>mywork>mypolicies**.

Diversity and inclusion resources are available to you at **mycoles>mysupport** and diversity and inclusion training is available on the [Learning Hub](#).

4.2 Health, Safety and Wellbeing

We believe caring about our team members helps them do a great job in caring for our customers, suppliers and the community.

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

Safety resources are available to you at **mycoles>mysupport** and safety training is available on the [Learning Hub](#).

4.3 Protecting the People We Work With

As part of making Coles a great place to work, our vision is to foster a safe, inclusive and respectful workplace where everyone feels valued.

Coles does not tolerate inappropriate workplace behaviour in any work-related context or in connection with work, including towards team members, contractors, consultants, other participants, prospective team members, customers, business partners or suppliers. Nor do we accept behaviour that risks the safety of anyone we interact with. This includes physical and psychological violence or harm.

Inappropriate workplace behaviour includes discrimination, vilification, bullying, harassment, harassment on the ground of sex, subjecting someone to a hostile workplace environment on the ground of sex, sexual harassment, and victimisation, including towards those who identify as gender or sexually diverse. This behavior is unlawful and will not be accepted at Coles.

If you believe that someone has behaved inappropriately in the workplace, you should speak up and report the behaviour. Team members should encourage others who believe they have experienced or seen inappropriate workplace behaviour to report the behaviour.

Victimisation against individuals who report inappropriate workplace behaviour will not be tolerated.

Please ensure you are familiar with the **Appropriate Workplace Behaviour Policy** and the **Sexual Harassment Policy** located at **mycoles>mywork>mypolicies**.

Appropriate workplace behaviour training is regularly undertaken by all team members and is available to you on the [Learning Hub](#).

For further information on reporting inappropriate workplace behaviour, please refer to section 9 of this Code.

4.4 Confidentiality and Privacy

Coles safeguards the privacy of our customers, team members, suppliers and any other individuals 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 requires all team members to act in accordance with the commitments made in our [Privacy Policy](#).

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 while you are employed or engaged by Coles and continues after your employment or engagement ends. Information is considered confidential when it is not readily available to the public.

Please ensure you are familiar with the **Confidentiality Policy** and the **Privacy Policy** located at **mycoles>mywork>mypolicies**.

5. What Customers and Suppliers Can Expect from Coles

As part of delivering consistently for the future, we seek to better understand our customers and suppliers. This enables us to win together.

5.1 Fair Trading

Coles is committed to compliance with the *Competition and Consumer Act* (Cth) and equivalent Australian state and territory legislation, in addition to compliance with applicable local laws and regulations for Coles overseas operations and entities.

The principles of fair trading underpin all of our dealings, and includes that:

- 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 complete training to develop and maintain their knowledge and to act in accordance with the requirements.

Competition and consumer law training is available to you on the [Learning Hub](#).

6. What We Expect from You

At Coles, we value caring for each other and having the courage to make the right choices. As a representative of Coles, you should:

- treat everyone with whom you interact with dignity, courtesy, inclusivity and respect;
- perform your role to the best of your abilities, to the expected standards, and always in accordance with our values ;
- make truthful statements, promises or commitments that you and Coles are able to meet;
- learn about and follow all Coles policies, standards and procedures and all relevant laws that apply to your role and follow any changes to these policies, standards, procedures and laws;
- participate in any reference, probity or other background checks, as required by Coles from time to time, to ensure your continued suitability to perform your role;
- advise your line manager of any situations where you think there could be a breach of these expectations or witness any conduct in breach of these expectations, and encourage others to do the same. Where you witness or experience sexual harassment or sex based misconduct, as an alternative, you may contact the Stop Sexual Harassment Line (1300 304 550 or email coles@stopline.com.au or visit coles.stoplinereport.com). Reports may be made anonymously;
- participate in any complaint resolution processes (e.g. workplace investigations) honestly and if considered safe to do so;
- 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 team members, 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 the best interests of Coles; and
- not take advantage of your position or the property or information of Coles or its customers or suppliers for personal gain or to cause detriment to Coles or its customers or suppliers.

This applies to all work, regardless of where you perform your duties, and any other situation where there is a connection to Coles, which includes 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 line manager is your most direct source of information. Please ensure you are familiar with all Coles policies located at **mycoles>mywork>mypolicies**.

7. 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 member knowledge of our values the way we work at Coles, policies, standards and procedures and all relevant laws that affect their role, including changes to these policies, procedures, standards and laws;
- give feedback and coaching to team members to help them perform to the best of their abilities;
- promptly address inappropriate workplace behaviour, which includes taking all reasonable steps to prevent the behaviour reoccurring;
- promptly seek advice from the People & Culture (**P&C**) team if you are unsure how to address inappropriate workplace behaviour;
- report any serious complaints of inappropriate workplace behaviour to the P&C team through the P&C Central portal;
- report all complaints about sexual harassment and other sex based misconduct to the P&C team through the P&C Central portal immediately after becoming aware of the complaint;
- 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;
- work, think and act safely as well as empowering their team to do the same; and
- lead and encourage strong governance and compliance practices within their team.

8. Business Ethics and Integrity

8.1 Conflict of Interest

A conflict of interest exists where your personal interests may conflict with your responsibility to act in the best interests of Coles and your ability to remain impartial could be compromised. Personal interests include your own personal

interests, as well as those of family, persons with whom you are in a relationship, friends or associates (known as a **Close Connection**).

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 and managed to safeguard the interests of Coles.

An example of a conflict of interest would be where a category manager is involved in a Coles tender process and a Close Connection of that category manager was also participating in the same process. Similarly, it would also be considered a conflict of interest where a store manager was looking to employ a Close Connection in their store and they were in a position to influence the pay, career progression or other employment benefits of that Close Connection.

All conflicts should be avoided, where possible, and where they do arise, they must be assessed, declared and managed to safeguard the interests of Coles.

Please ensure you are familiar with the **Conflict of Interest Policy** located at **mycoles>mywork>mypolicies**.

8.2 Gifts, Events and Entertainment

Coles is committed to ensuring our working relationships with all our suppliers and business partners is ethical, transparent and conducted with integrity.

Coles has a 'No Gifts' policy for any gifts. This means that a team member should not solicit a gift (i.e. ask or request it) nor should they accept a gift if offered.

Where it is impractical or difficult to return a gift without offending or incurring disproportionate costs in doing so, then:

- the recipient of the gift must advise their line manager as soon as practicable, and the cost of the gift must be reasonably estimated and agreed;
- the gift must be donated to charity or shared amongst team members at the line manager's discretion. This may include use of the gift at a fundraising event within a Coles office or store;
- the gift must be recorded by the recipient in the Gifts Events and Entertainment Register, noting the method of disposal of the gift; and
- under no circumstances can the gift benefit the individual team member who received the gift.

Offers to attend events and entertainment may only be accepted where there is a business purpose and where an existing business relationship exists. Attendance must be during non-work hours unless annual (or unpaid) leave is taken.

Any team member who is involved in a tender, negotiation or category review cannot accept an offer from any supplier involved in the process to attend an event or receive entertainment within the Restricted Period. The Restricted Period is the period commencing at the commencement of the tender, negotiation or review and ending when the tender is finalised, contract is awarded or the review complete.

Please ensure you are familiar with the **Gifts, Events and Entertainment Policy** located at **mycoles>mywork>mypolicies**.

8.3 Whistleblower Protections

The Whistleblower Policy applies to suspected or actual unethical, illegal, corrupt, fraudulent or undesirable conduct or any breach of this Code. Coles team members, directors and any other officers who have reasonable grounds to suspect that potential misconduct or improper state of affairs or circumstances has occurred or is occurring within or against Coles must make a report.

Anyone else who has reasonable grounds to suspect that potential misconduct

has occurred or is occurring within or against Coles is encouraged to make a report.

Coles is committed to protecting and respecting the rights of people who make reports under the Whistleblower Policy and ensuring anyone who makes a report based on reasonable grounds is treated fairly and does not suffer any disadvantage.

Please ensure you are familiar with the **Whistleblower Policy** located at [mycoles>mywork>mypolicies](#).

8.4 Anti-bribery and Corruption

Coles prohibits all forms of bribery, facilitation payments, secret commissions or payments and money laundering, whether involving a public official, private company or individual, and whether directly or indirectly through a third party.

Please ensure you are familiar with the **Anti-bribery and Corruption Policy** located at [mycoles>mywork>mypolicies](#).

8.5 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.

Please ensure you are familiar with the **Securities Dealing Policy** located at [mycoles>mywork>mypolicies](#) for further information.

8.6 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 shares.

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.

Please ensure you are familiar with the **Market Disclosure Policy** located at [mycoles>mywork>mypolicies](#).

9. Inappropriate Workplace Behaviour

9.1 Reporting Inappropriate 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, other Coles policies or the law, you can raise your concerns with your line manager or another manager you are more comfortable with (including at another store or location).

In addition, StopLine or the Stop Sexual Harassment Line (1300 304 550 or email coles@stopline.com.au or visit coles.stoplinereport.com) are confidential reporting lines that team members, suppliers and others may use to report:

- theft, fraud or other serious trading breaches; or
- sexual harassment, harassment on the ground of sex, discrimination on

the ground of sex, subjecting a person to a workplace environment that is hostile on the ground of sex or victimisation that relates to such sex based misconduct.

You can still raise a concern regarding inappropriate workplace behaviour which you experienced or witnessed or became aware of whilst working for Coles, even when you are no longer employed by Coles.

If your issue is a personal work-related grievance (other than sexual harassment or sex based misconduct), you should discuss this with your line manager or another manager who you are comfortable with.

For further information, please refer to the **Whistleblower Policy**, the **Appropriate Workplace Behaviour Policy** and the **Sexual Harassment Policy** located at **mycoles>mywork> mypolicies** and **mycoles>mysupport**, including on available reporting options.

9.2 Supporting Team Members Who Report Inappropriate Workplace Behaviour

Coles encourages all team members to report inappropriate workplace behaviour. Coles will deal with all reports in a sensitive and impartial manner. Coles will promptly address all allegations of inappropriate workplace behaviour.

Any situation where a team member feels they have been victimised or experienced negative consequences as a result of raising a concern of inappropriate workplace behaviour will have this situation treated seriously by Coles.

All team members can access our employee assistance program (**EAP**) at any time. Coles EAP provides confidential counselling 24/7 and can be contacted at 1300 687 327 or via convergeinternational.com.au.

Support and EAP resources are available to you at **mycoles> mysupport**.

9.3 Consequences of Inappropriate Workplace Behaviour

Behaviour that is inconsistent with this Code or is a breach of Coles policy or the law will be appropriately addressed.

Whether a formal or informal investigation takes place will depend on the circumstances of the alleged breach. Depending on the findings of any alleged inappropriate conduct, appropriate action will be taken, which could range from coaching to termination of employment without notice.

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

- harassment, including sexual harassment, harassment on the ground of sex and subjecting someone to a hostile workplace environment on the ground of sex, discrimination (including discrimination on the ground of sex, gender identity, sexual orientation and/or intersex status), bullying, vilification or victimisation;
- serious safety breaches, including physical or psychological violence or threats of violence;
- misleading or defrauding of Coles;
- theft;
- misuse or wilful damage of Coles property; or
- serious and/or repeated breach/es of Coles policies, standards, procedures or the law.

Resources for line managers on addressing complaints and managing conduct is located at **mycoles>myteam>Performance&Career Development> Managing Conduct**.

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 or disclosures. Any such disclosures, which includes media engagement, social media publications or conferences and public speaking forums, must be authorised by Coles.

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.

Please ensure you are familiar with the **Media and Social Media Policy** located at [mycoles>mywork>mypolicies](#).

11. Community

We strive to do the right thing, reduce waste and take accountability for our actions.

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. The **Community Donations, Fundraising and Sponsorships Policy** outlines Coles approach to fundraising, donations and sponsorships for community groups and projects, disaster or hardship relief and charitable causes.

Please refer to the **Community Donations, Fundraising and Sponsorships Policy**, located at [mycoles>mywork>mypolicies](#) for further information.

Store Support Centre contributions (such as donations or sponsorship) on behalf of the Company must also be made in accordance with the **Delegation of Authority Policy** and notified to Community Relations at community.relations@coles.com.au.

11.2 Climate Change and Environment

As one of Australia's largest companies, Coles has a role to play in protecting the environment. We are focused on reducing the environmental impacts associated with our business and in line with our Sustainability Strategy, we have a long-term ambition to minimise our impact.

Coles is committed to creating for the future. This includes acting in an environmentally responsible manner, in compliance with environmental laws, regulatory requirements and environmental licence conditions, as well as identifying, planning and implementing strategies to effectively manage and reduce environmental risks that may arise out of our operations.

Further details on Coles commitment to protect the environment is set out in the **Environment Policy** located at [mycoles>mywork>mypolicies](#) and in our [Climate Change Position Statement](#). Please ensure you are familiar with these documents.

11.3 Politics

Whilst team members may voluntarily participate in the political process as an individual outside of work, team members should not engage in actions that could cause someone to believe that your actions reflect the views or position of Coles, unless you are authorised to do so.

Team members working outside Australia should observe the laws which apply in the country in which they work or the relevant Coles policy, whichever is the higher requirement.

Please ensure you are familiar with the **Political Donations Policy** located at **mycoles>mywork>mypolicies**.

11.4 Human Rights and Modern Slavery

Coles respects human rights and opposes modern slavery in all its forms. As a signatory to the UN Global Compact, we are committed to upholding its 10 principles related to human rights, labour, environment and anti-corruption.

We are committed to respecting and upholding the human rights that the International Labour Organization has declared to be fundamental rights at work. These include the rights of workers to freedom of association and collective bargaining, the right not to be subject to forced labour and the abolition of child labour. Coles is committed to respecting the rights of all workers, including vulnerable groups such as women and migrant workers, and ensuring our workplaces are free from discrimination.

We are committed to reducing the potential for labour and human rights issues in our own operations and in our supply chains. Our aim is to ensure that human rights are understood, respected and upheld.

We expect our team members to report any instances of human rights violations and we encourage reports from all interested parties. Please refer to the **Whistleblower Policy** located at **mycoles>mywork>mypolicies** for further information, including on reporting options.

Adopted by the Board on 2 November 2023.

How our Vision, Strategy and Values all come together



Our vision is to become the most trusted retailer in Australia and grow long-term shareholder value

We are proudly **coles**



colesgroup