
	REALESTATE GROUP		
	Code of Conduct and Ethics		
	Approved on 29 November 2022	Version 2.0	

APPROVAL

Date	29 November 2022 (Update)
Approved by Board Representative	Bogolo J Kenewendo
Reviewed by Executive Chairman	Guido Renato Giachetti
Reviewed by Chief Executive Officer	Jacopo Pari

KEY STAKEHOLDERS

Governing Body	Board of Directors
ESG Committee	Committee delegated to oversee, review and make recommendations for the Group's Governance
Executive Chairman	Guido R Giachetti
The Manager, The Management Company	Property and Asset Management Limited, so long as the current management agreement with RDC continues, and its successor should it be terminated, and /or its subsidiaries or outsourced service providers.
Management Team – "The Manager"	Management and Staff of the Manager

1. Purpose of the Code of Conduct and Ethics

- 1.1 This Code of Conduct and Ethics applies to all employees, directors and partners of the RDC Properties Group. This document may be referred to as the Code of Ethics in other policy documents.
- 1.2 Agents, representatives and consultants of the Group are expected to act in the Group's best interests and therefore in accordance with the same high ethical standards. The use of the words you, us, we, etc. throughout this document means collectively the employees, directors and partners of the RDC Properties Group of companies.

2. Compliance with Laws, Regulations and Ethics

- 2.1 All employees, directors and partners must respect and obey the law of the towns, cities, and countries in which the Group operates, and conduct business in accordance with high standards of honesty and integrity.
- 2.2 If a law conflicts with a policy in this Code, you must comply with the law. However, if a local custom or policy conflicts with this Code, you must comply with the Code. You should direct any questions regarding application of the law or appropriateness of a course of conduct to your Line Manager or HR Manager.
- 2.3 If you suspect any violations of law or policy, you should report the incident to: (1) HR Manager, (2) Line Manager, (3) CFO/CEO and (4) Chairman.

3. Conflicts of Interest

- 3.1 A conflict of interest occurs when the personal interest of an employee, director or partner interferes with that person's ability to act in the best interest of the Group. It is not only particularly important to avoid actual conflicts of interest, but also avoid the appearance of a conflict.
- 3.2 You may not engage in a situation where you or a member of your family receives improper personal benefits because of your position in the Group. You are not to engage in transactions or relationships that may reasonably be expected to give rise to conflicts of interest.
- 3.3 Conflicts of interest are not always clear-cut. If you should have a question, please consult with the HR Manager or Company Secretary.
- 3.4 If you become aware of a potential, apparent or actual conflict, you should bring it to the attention of your (1) HR Manager, (2) Line Manager, (3) CFO/CEO and (4) Chairman.

4. Fraud

- 4.1 Fraud involves wrongful or criminal deception intended to result in financial or personal gain. Examples of fraud in the workplace may include, but are not limited to:
 - 4.1.1 Misuse, destruction, or disappearance of Group records, funds, or any other assets.
 - 4.1.2 Profiteering, or aiding in such, because of insider knowledge of securities or other group activities engaged in or contemplated.
 - 4.1.3 Disclosing confidential information to outside parties.
 - 4.1.4 Impropriety in the handling or reporting of money or financial transaction, including but not limited to forging or altering a cheque, bank draft or other financial transaction, or submitting or knowingly approving false expense reports or time reports.
 - 4.1.5 Accepting or seeking anything of material value from contractors, suppliers, or persons providing goods or services to the Group (exception: no-cash gifts with nominal value).
 - 4.1.6 Improperly changing or causing improper changes to Group records or financial statements.
 - 4.1.7 Any other dishonesty or fraudulent act.
- 4.2 Management is responsible for detecting fraud.
- 4.3 Any employee who discovers or suspects fraudulent activity must immediately report it to management.
- 4.4 The CEO has the primary responsibility for the investigations of all suspected fraudulent acts, including final disposition of a case, decision to prosecute and /or decision to refer to appropriate law enforcement and/or regulatory agencies.

5. Entertainment and Gifts

- 5.1 The purpose of business entertainment and gifts in a business setting is to create goodwill and sound working relationships, not to gain an unfair advantage with customers and suppliers.
 - 5.1.1 No gift or entertainment should ever be offered, given, provided, or accepted by you or any of your family members unless it:
 - 5.1.2 Is not a cash gift,
 - 5.1.3 Is consistent with customary business practices,
 - 5.1.4 Is not excessive in value,
 - 5.1.5 Cannot be construed as a bribe or payoff and
 - 5.1.6 Does not violate any laws or regulations.
- 5.2 You should discuss with your (1) HR Manager or (2) Line Manager or (3) CFO/CEO any gifts or entertainment which you are not certain are appropriate.

6. Bribes and Kickbacks

- 6.1 You may not give any bribes, kickbacks or other considerations to any person or organisation to attract or retain business.
- 6.2 All decisions related to the purchasing of goods and services must be made based on competitive price, quality, and performance.
- 6.3 Conversely, you may not receive any bribes or kickbacks or other considerations.

7. Political Contributions

You may only participate in any political activity of your choice on an individual basis with your own money and on your own time.

8. Discrimination and Harassment

RDC Properties Group is passionately committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples of unacceptable conduct include but are not limited to: derogatory comments based on racial or ethnic characteristics, unwelcome sexual advances, violence and threatening behavior, discrimination on the basis of race, gender, national origin, age religion, sexual orientation or displaying sexually explicit material in the workplace.

9. Health, Environment and Safety

- 9.1 RDC Properties Group strives to provide clients and employees with a safe and healthy work environment. You have the responsibility for maintaining a healthy workplace for all by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices, or conditions. You are expected to be fit for duty and capable of performing your responsibilities in a safe and productive manner free from substance abuse. Substance abuse in the workplace will not be tolerated.
- 9.2 Our properties will be designed and built to required standards and to meet our obligations to tenants and to appropriately manage risks to human health and environment.

10. Protection and Proper use of Group Assets and Funds

- 10.1 Theft, carelessness, and waste of the group's assets have a direct impact on the Group's profitability. Therefore, you must protect the Group's assets and ensure their efficient, proper, and legal use.
- 10.2 If you suspect an incident of improper use of Group assets you must report the incident immediately to management to ensure that appropriate action will be taken concerning the suspected incident.
- 10.3 You are personally accountable for any form of Group funds that such as credit cards, petrol cards, cash, and cheques that you use or are responsible for while conducting business of the Group.
- 10.4 Additionally, if you have authority to authorise the use of funds, you must ensure that the Group has received proper value in return.
- 10.5 The Group may be obligated to report to the appropriate authorities suspected improper or illegal use of funds.
- 10.6 Group equipment, goods and services should not be used for non-Group business, though incidental personal use may be permitted. If you are unsure of what constitutes incidental use, please consult with the (1) HR Manager, (2) Line Manager, (3) CFO/CEO and (4) Chairman.

11. Proprietary Information

- 11.1 Proprietary information is defined as information that was developed, created, or discovered by the Group or has become known by or was conveyed to the Group and that has commercial value in the Group's business. It includes but is not limited to trade secrets, ideas, know-how, inventions (whether patentable or not) and any information of any type related to designs, research, tenants, marketing, salaries and term and conditions of facilities with banks and financial institutions.
- 11.2 RDC Properties Group's business relationships depend on confidential and proprietary information and of those with whom we do business. You have a duty to respect and protect the confidentiality of all such information. The use of confidential and proprietary information, whether that of the Group or a third party's, is usually covered by a Non-Disclosure Agreement, however must at all times kept confidential.

12. Insider Trading

- 12.1 If you have material, non-public information relating to the RDC Properties Group, it is our policy that neither you or any person related to you, may buy or sell securities of listed Group's companies or engage in any other action to take advantage of or pass on to others that information. This policy also applies to trading in the securities on any other company including our customers and suppliers if you have material, non-public information about that company which you obtained in the course of your employment by the RDC Properties Group.
- 12.2 Beside the obligation to avoid trading in the Group's securities while in possession of material, non-public information, you are also prohibited from "tipping" others. The concept of unlawful tipping includes passing information to family members or friends under circumstances that suggest that you were trying to help them make a profit or avoid a loss. Beside being considered a form of insider trading, tipping is also a serious breach of Group confidentiality. For this reason, you should be careful to avoid discussing sensitive information in any place (for instance at lunch, on public transport, in elevators) where others may hear such information. Additionally, Directors and employees who hold key positions in the Group are subject to stringent reporting requirements of various Stock Exchanges. You therefore must obtain clearance from the Group CFO and/or Company Secretaries before you make any transaction in the Group's securities. Consult with the Group's Securities Dealing Policy for more details.

13. Financial Code of Conduct and Ethics

- 13.1 It is of critical importance that listed Group companies' filings with the stock exchanges be accurate and timely.
- 13.2 Depending on your position within the Group, employees may be called upon to provide information to assure that the Group's public reports are complete, fair, and understandable. The Group expects all its employees to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to the Group's public disclosed requirements.
- 13.3 Finance departments bear a special responsibility for promoting integrity throughout the organisation, with responsibilities to stakeholders both inside and outside of the RDC Properties Group.
- 13.4 All Executive Officers and Finance and Accounting Department personnel have a special role both to adhere to these principles themselves and also to ensure that a culture exists throughout the Group as a whole that ensures the fair and timely reporting of Group's financial results.
- 13.5 All Executive Officers and all members of Group's Finance and Accounting department are bound by the following Financial Code of Conduct and Ethics, and by accepting this Code, you agree that you will:

- Act with honesty and integrity, avoiding actual or apparent conflict of interest in personal and professional relationships.
- Provide information that is accurate, complete, objective, relevant, timely and understandable to ensure full, fair, accurate, timely and understandable disclosure in the reports and documents that RDC Properties Group files with or submits to regulatory authorities and in public communication.
- Comply with rules and regulations of private and public regulatory authorities.
- Act in good faith, responsibly, with due care, competence and diligence without misrepresenting material facts or allowing one's independent judgement to be subordinated.
- Respect the confidentiality of information acquire in the course of your work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of your work will not be used for personal advantage.
- Share knowledge and maintain skills important and relevant to stakeholders needs.
- Proactively promote and be an example of ethical behavior as a responsible partner among peers in the work environment and the community.
- Achieve responsible use of and control over assets and resources employed by or entrusted to you.
- Promptly report to the Group CFO any transaction or relationship that reasonably could be expected to give rise to such a conflict.

14. Enforcement

Those who violate this Code will be subject to disciplinary action, up to and including termination of employment. The Group may be obligated to report to appropriate civil authorities' certain acts that are deemed to violate state laws.

15. Monitoring and Review of the Policy

Management will monitor the effectiveness of this policy on an ongoing basis, and will review its implementation every three years at a minimum, or when the environment or legislation requires changes to be made.

16. Approval Signatures



Governing Body Representative



Executive Chairman



Chief Executive Officer