



Toll Group Supplier Code of Practice

TOLL

Welcome

Dear Supplier

We would like to introduce you to Toll Group's Supplier Code of Practice. This Code explains some of our most important policies. It sets out how we expect you to behave when you work for Toll and act on our behalf, or you supply products and/or services to us.

We ask everyone connected with us to adhere to the same high standards that we expect of ourselves. This is because we believe that our suppliers and contractors represent Toll just as much as people who work directly for us.

At Toll, our success comes not only from what we do but how we do it. We act according to a strong set of principles. These are outlined in The Toll Way – set out on the next page – which contains our purpose, mission, vision, core beliefs and values.

Here at Toll we value:

- **integrity and trust**
- **safety**
- **continuous improvement**
- **teamwork**
- **being open and transparent.**

We base all our decisions on these values. It may not always be the quickest and easiest way of doing business but we believe it is the right way. The Toll Way underpins everything you are about to read, so it's very important that you understand and follow this Supplier Code of Practice.

If you have any questions or would like more information about this Supplier Code of Practice, your contact at Toll will be glad to help.

We look forward to working with you as a Toll partner and supplier.

Our success comes
not only from what we
do but how we do it.

The Toll Way

Our primary purpose

We exist to connect people and products.

Our mission

Our mission is to harness our significant resources, know-how and passion to deliver the optimal logistics solutions for our customers

Our vision

We want to be:

- Able to provide an unrivalled set of global supply chain capabilities
- An integral component of our customers' success
- A group of businesses that are individually excellent and collectively unbeatable
- Creating sustainable value for our shareholders

And as a result be:

- Recognised as the Asia Pacific region's most successful provider of logistics



Our core beliefs

We believe that:

- All injuries are preventable and everyone has a right to go home safely
- People perform best when they are empowered, accountable and recognised
- If we show other people respect, we will be respected
- We will not always get things right and learning from our mistakes is part of our progress
- How we go about achieving success is as important as success itself
- We must act ethically and within the law
- Our customers' success creates our success

Our values

We value:

Integrity & trust

Safety

Continuous improvement

Teamwork

Being open & transparent

Why does Toll have a Supplier Code of Practice?

The Supplier Code of Practice (Code) explains clearly what we expect from you, and everyone who works with you in your supply chain, when you provide a service for Toll.

It sets standards of behaviour that must be followed and helps you make decisions that will protect both you and Toll Group.

How am I to live the Code?

By agreeing to be a supplier to Toll, you agree to abide by the Code. While you may have an individual agreement to work with Toll our Code applies to all suppliers and contractors.

We expect you to comply with your agreement with Toll, with this Code, and with all laws and regulations that apply to you in your capacity as a supplier to Toll. Where these laws and this Code deal with the same issues, you should choose the one with the higher standard.

What if I don't follow the Code?

- We take this Code very seriously. As a supplier to Toll, you are required to follow it and if necessary to change the way you do things so that you comply with it when you provide a service to Toll. We will choose suppliers who can show us they support and will comply with this Code.

- If you fail to comply with this Code it can have significant legal consequences for Toll. Therefore, we expect you to notify us immediately if you become aware of any conduct by you or your business which is in breach of the Code.
- We reserve the right to audit you or your operations to ensure you are following this Code.
- We will also check that you are following this Code before renewing your contract.
- If you don't follow this Code, we will take whatever action we consider appropriate, which may include ending our relationship with you.

What if I have concerns with the Code ?

If you have concerns with any part of this Code, or would like to discuss it, speak to your contact at Toll.

If you would like more information about our policies, full policies can be obtained from your Toll contact.

If you would like to escalate your concern or if you want to report a breach of the Code, you can phone the Toll Disclosure Hotline. The Hotline is an independent service and your confidentiality will be protected.

Refer to the back of this guide for the Toll Disclosure Hotline phone number in your country.

How we do business

The policies in this section help us achieve success in an ethical and fair way.

Bribery and Corruption

Toll's policies are very clear, we don't pay bribes, kickbacks or facilitation payments to anyone and neither should you. You should also not at any time offer or accept a payment, gift or anything else intended to influence what, or how you provide services to Toll – even in places where this behaviour is considered to be culturally acceptable or okay. This includes making payments to speed up government action, to land a business deal or to bribe Toll Group employees during tenders. You should always be able to back up your dealings with accurate, honest and transparent record keeping.

Use of Information

While providing service to Toll, you may become aware of Toll's confidential information, including potential inside information. This could include confidential information that may affect Toll's or someone else's share price.

If, while working with us, you come across confidential information, you must keep it confidential and you are not to use it for profit or competitive gain. Using confidential information (including inside information) about Toll or one of its competitors or partners for personal gain is both unethical and against the law.

Competition

In line with our values of integrity, trust and transparency, we expect you to always compete fairly and honestly. This includes observing anti-trust and competition laws. It means you should offer goods and services on fair terms and never do anything illegal to reduce competition, such as fixing prices, disclosing information about tenders or showing favour to anyone at Toll's expense.

Environment and Energy

We believe in environmental sustainability, both for ourselves and for our industry as a whole. We expect you to operate in a way that protects and supports the environment and to operate according to local and national laws. We also expect you to have a clear plan for how you manage your impact on the environment.

Conflict of Interest

A conflict of interest is when you, your business, a family member, a friend or someone who works with you is involved in some way that could affect the way in which you make decisions on Toll's behalf. Neither your business nor your personal interests should interfere with your work with us. If you find yourself in a situation where there could be a conflict between any of those interests and Toll's interests, tell your contact at Toll so that we can assist in any conflicted decision making process.

We also expect you to notify us if you become aware that your contact at Toll has a conflict of interest in relation to how they carry out the duties of their role.

Health and Safety

At Toll, we believe that everybody deserves to be safe at work and to return home safely every day. This belief also applies to you and your workers while they are providing services to Toll.

We expect you to be able to show us that your work environment is safe and that you:

- Comply with all health and safety laws and regulations ensuring, in particular, you fulfill your legal duty to ensure work is carried out safely without risk to employees, other workers and the public through providing:
 - Competent and adequately supervised workers
 - Well maintained and suitable equipment and facilities
- Have relevant risk assessments and safe work procedures in place and your staff are thoroughly trained in these procedures.

Comply with all health and safety rules and practices as required by Toll, or Toll's customers if you are on their site, in all aspects of business that you do with us.



Intellectual Property

Intellectual Property includes know-how, ideas or ways of working that have been created for, and belong to, a particular company. Where applicable, any use by you of Toll's intellectual property (such as trade information, copyrights and trademarks) can only be used as contracted, you must keep it confidential, and you are not to share it with others unless you have our prior written approval to do so. Once your engagement with Toll ends, you are to return all of Toll's intellectual property and stop using it, unless you have a specific prior written agreement which states otherwise.

You should also not use any other party's intellectual property when providing your services to Toll unless you have the appropriate authorisation to do so.

Trade Controls

While you work with us we expect you to comply with all relevant national and international laws, regulations and restrictions. In particular, you must observe all relevant trade bans, restrictions, sanctions and boycotts that apply to areas in which you and your supply chain operates.

Our people

The policies in this section outline how we expect you to treat your employees.

Workplace Behaviours

We believe everyone has the right to be treated well at work, so we have set minimum behaviour standards that apply across the Toll Group globally. As a supplier, we expect you to at least follow these minimum standards whenever you are in a Toll workplace, but also in your own workplace. You and everyone you work with must do the following when representing Toll Group as a supplier:

- Comply with workplace laws and regulations as well as our standards.
- Create and maintain an environment that treats all employees and suppliers with dignity and respect. We expect you to have a workplace that does not tolerate violence or threats of violence, or sexual, verbal or psychological harassment or abuse.
- Keep accurate, honest and transparent records.
- Tell us if you see behaviour in the Toll workplace that is inconsistent with these values.

Equal Opportunities and Managing Diversity

We expect you to value and encourage people you work with by treating them fairly and with respect. Don't discriminate against anyone because of their physical attributes, nationality, culture, preferences, beliefs or personal circumstances. This includes discrimination against people when you recruit, promote, train, transfer, engage or terminate them.

Personal Relationships

Personal relationships should not interfere, or be perceived to interfere, with your work for Toll. If you are in a personal relationship with someone connected to Toll, either an employee or another supplier, take whatever steps are reasonably possible to avoid any bias or conflict of interest and tell your Toll contact about the relationship as soon as possible to enable us to assist in any conflicted decision making.

Travel and Expenses

Our travel and expense policies are designed to keep costs down and to minimise traveller risk. If you need to book or undertake business travel on our behalf you are expected to abide by our policies. You should therefore speak to your contact at Toll to get a copy, read and follow the Toll Group Travel Management Policy and the Toll Employee Expense Management Policy.

Drugs and Alcohol

We don't tolerate inappropriate use of drugs and alcohol by anyone connected with us in the workplace. You must make sure that neither you nor anyone who works with you misuses drugs or alcohol at work or attends a Toll site adversely affected by either drugs or alcohol. You must always comply with the policies in place at each Toll site when you are there.

If you see someone who you believe is under the influence of drugs or alcohol or who is putting the safety of others at risk on a Toll site or a Toll customer, you must immediately notify the site manager.

Privacy

We expect you to value the privacy of people who work with you. Use personal information for proper purposes only, protect it, keep it only as long as you need it, and allow people to see, and correct any information you have about them. Privacy applies to your people, our people and includes any personal information you come into contact while providing services to Toll.



Labour Laws and Youth or Child Labour

At Toll, no matter where we operate, we treat our employees with respect and expect everyone connected with us to do the same. We expect you to comply with all employment laws. You must:

- Operate safe and hygienic workplaces.
- Offer good working conditions that reflect industry standards. This includes wage rates, minimum and maximum hours of work and regular employment arrangements.
- Not use child labour yourself or work with anyone who does. You should only employ people who are older than the local compulsory school-leaving age and should never employ anyone under 15.
- Not force people to work for you.
- Only employ people who have a legal right to work in your country.
- Endeavour to compensate both male and female employees on the principle of equal pay for equal work.
- Recognise that everyone has the right to be, or not to be, a member of or represented by a union, and can choose to take part in lawful and peaceful gatherings.

External relationships

The policies in this section deal with how we relate to people outside Toll.

Gifts, Entertainment and Hospitality

You should never give or receive any gift, entertainment or hospitality that is intended to influence decisions made on behalf of Toll – either by you or any other Toll employee or supplier. We know gifts and entertainment are sometimes offered out of good will or to express thanks, and you should give or accept them only if they are modest and nothing is expected in return.

Political Donations

Never support or donate to a political party on our behalf. If you are involved in bidding for a government contract on our behalf, you should read our Code of Ethics, which sets out our position on political donations.

We also expect you to not make any political donations of your own, or participate in any political activities, if your work with Toll in any way relates to the provision of services to any government bodies, government officials or political parties. If you have any doubts about this, you should speak with your Toll contact.

Charitable Donations

We sometimes support charities or worthy causes but we don't expect anything in return. You should never provide any support or resources to any charitable organisation on Toll's behalf without our prior written approval.



Communications

The policies in this section deal with how we communicate, within and outside Toll.

Communicating with the Media

We operate a strict media policy that only permits our Chairman, Managing Director, Group Director Corporate Affairs or Media Manager to speak to the media on behalf of Toll. Therefore you are not able to speak on our behalf to any media outlet, including trade magazines, radio, TV, newspapers and social media. If someone from the media asks you for a comment about Toll, refer them to your Toll contact. If you are using a media outlet to promote your relationship with Toll, you need our prior written approval before you proceed.

Communicating with the Share Market

We are listed on the Australian Securities Exchange and we must by law reveal anything

that could affect the value or price of our shares to the market. We must also make sure we don't advantage some shareholders over others. If you become aware of something which you think could impact Toll's share price, you should tell your Toll contact and nobody else. For your protection, you should not trade in Toll shares until the market is fully informed.

Social Media

You are personally responsible for what you publish in social media. If you use social media to comment on Toll, say clearly that you are expressing your own views, be respectful, do not be disparaging in any way and don't ever comment on our behalf or present yourself as a spokesperson for Toll. Equally, if you are using social media to promote your relationship with Toll, we need to approve this first.



Any questions?

If you want to discuss any part of this Code, talk to your contact at Toll in the first instance. If you have a concern or would like to report a breach, contact the Toll Disclosure Hotline.

Australia	1800 623 925
China	4008 800 742, and then press 855 831 9876
Denmark	800 100 10, and then press 855 831 9876
Finland	0800 11 0015, and then press 855 831 9876
France	0800 99 0011, and then press 855 831 9876
Germany	0800 225 5288, and then press 855 831 9876
Hong Kong	800 960 304
India	000 117, and then press 855 831 9876
Indonesia	001 801 10, and then press 855 831 9876
Ireland	1800 550 000, and then press 855 831 9876
Japan	00531 11 0347
Malaysia	1800 80 0011, and then press 855 831 9876
Netherlands	0800 022 9111, and then press 855 831 9876
New Zealand	000 911, and then press 855 831 9876
Singapore	800 110 2120
South Africa	0800 99 0123, and then press 855 831 9876
South Korea	00 309 11, and then press 855 831 9876
Sri Lanka	112 430 430, and then press 855 831 9876
Sweden	020 799 111, and then press 855 831 9876
Taiwan	00 801 102 880, and then press 855 831 9876
Thailand	001 999 111 11, and then press 855 831 9876
Turkey	0811 288 0001, and then press 855 831 9876
UAE	8000 021, and then press 855 831 9876
UK	0808 234 2038
US	855 831 9876, and then press 855 831 9876
Vietnam	1 201 0288, and then press 855 831 9876