

1. GENERAL

Tourism Holdings Limited (*thl*) recognises its responsibilities as a good corporate citizen. This Code of Ethics is intended to reinforce our commitment to the community, including our employees and shareholders. This code outlines the standards of behaviour that the community can expect from us.

At all times we expect our Directors, employees and contractors to practise high ethical standards in the performance of their duties, comply with all applicable laws and regulations, co-operate with regulatory bodies and government agencies, and use *thl*'s assets and resources only for the legitimate and ethical achievement of its business objectives.

2. PURPOSE AND INTENT

The purpose and intent of this Code is:

- To guide *thl*'s directors, employees, contractors and representatives in their business conduct;
- To improve the understanding of our business standards by our customers, our staff, our shareholders and the communities in which we operate; and
- To underpin and support *thl*'s vision and values that govern our individual and collective behaviour.

The vision and values set out below are an integral part of *thl*'s Code of Ethics.

3. TOURISM HOLDINGS LIMITED PURPOSE & VISION

Our Purpose

To Share the Adventure.

Our Vision

To sustainably connect millions with personalised local experiences, leveraging our expertise in RVs and tourism globally.

Brand Pillars



OUR FOUNDATION VALUES.
Underpinning our brand pillars are our foundation values.
Enduring qualities that we stand for as a company:
Governance, leadership, organisation, accountability and profitability.

4. BUSINESS PRACTICES

4.1 Compliance with Laws

- We will, at all times, act with personal integrity, act honestly and in good faith, act in the best interests of **thl**, its shareholders and stakeholders, and comply with all applicable laws including legislation, regulations, local authority by-laws, and Rules (including the NZX Listing Rules, and Financial Markets Conduct Act) and codes of practice in the countries in which **thl** operates.
- We co-operate with regulatory bodies and government agencies in all matters, including their investigations of our compliance with our legal obligations.

4.2 Honesty and Fairness

- We deal with all shareholders, customers, suppliers, professional advisors, and other stakeholders and employees in an open, honest, fair and equal manner.
- We respond promptly to all customer or employee complaints or issues and cooperate with all relevant regulatory bodies in investigating any of those issues.
- If we are directors we will always give proper attention to the matters before us.

4.3 Human Rights

- **thl** has adopted and follows policies and business practices that provide fair and equal opportunities to all employees and customers.
- We have adopted and follow human resource policies that respect the rights and individual differences of all employees and customers. **thl** does not discriminate against any person on the basis of any of the prohibited grounds of discrimination set out in the Human Rights Act 1993 or any other legislation. We do not accept any form of harassment by, or of, employees or customers.

4.4 Health & Safety

- We provide a safe environment in which our customers can enjoy themselves and our employees can carry out their responsibilities. We seek to ensure our facilities are operated and maintained to the highest standard. We operate an appropriate hazard identification and management programme, and we ensure our employees observe and practice safe work methods.

4.5 Privacy and Confidentiality

- *thl* respects the privacy of its employees, customers and their guests and the confidentiality of all information they give to us.
- We make every effort to prevent disclosure of confidential information we receive from other people as part of our business.

4.6 Insider Trading

- No director or employee (or former director or employee) of *thl* who has non-public information that could affect the price of *thl*'s securities may buy or sell *thl*'s issued securities.
- No director or employee with such non-public price-sensitive information may recommend or suggest other persons buy or sell our securities.
- We will comply with *thl*'s Securities Trading Policy and Guidelines.
- We will use *thl*'s corporate information gained during our relationship with *thl* only in the best interests of *thl* and not for personal gain.

4.7 Conflicts of Interest

- *thl* expects its directors and employees to avoid conflicts of interest in their decisions and to avoid any direct or indirect interest, investment, association, or relationship, which is likely to, or appears to, interfere with the exercise of their independent judgement.
- We will not have any undisclosed and unapproved business relationships, including with suppliers, customers, or competitors that might impair, or could be perceived to impair, the independence of any judgement that we may make on behalf of *thl*.
- If any director or employee has an actual or potential conflict of interest they will disclose this immediately to their manager (in the case of an employee) or the chair of the Board/Audit and Risk Committee (in the case of a director).

4.8 Bribes and Favours

- We will not seek to gain an advantage through the improper use of business courtesies or other inducements. *thl* does not offer, give, solicit or accept any form of bribe including substantial or excessive gifts, entertainment or favours. Except for normal complimentaries and entertainment for customers and key suppliers, directors and employees do not offer or make gifts or extend favours either directly or indirectly to those with whom we do business or might have a business relationship in the future.
- Directors and employees may not accept any commission or personal profit or rebate for any business arrangement involving *thl*. No director, employee or a member of their immediate family may accept gifts, entertainment or other favours where acceptance could be seen to influence a business decision. This does not apply to complimentaries, entertainment and hospitality activities that are normal in an ethical business context.

4.9 Use of *thl* Assets and Property

- We will use our best endeavours to protect *thl*'s assets and property from loss, damage, misuse, waste and theft.
- We will only use *thl*'s assets and property in our control and care for the legitimate business purposes of *thl*, and will not use that property for any other purposes, including for personal gain.

4.10 Competition

- We only use legitimate resources, enquiries and business practices while collecting data

on and competing with our competitors, and we do not act in a way that is illegal, unethical or otherwise inappropriate.

4.11 Promotion and Advertising

- *thl* does not promote or market itself in a way that will mislead or deceive customers. All statements we make about the goods and services we provide must be accurate and complete. Our advertising and promotions must comply with applicable advertising standards and legislation.

4.12 Community Contributions

- *thl* plays a positive role in the community by assisting and contributing to community organisations and community projects.

5. COMPLIANCE WITH CORPORATE POLICIES

We will at all times behave and conduct ourselves in a manner that is consistent with *thl*'s vision and values set out in this Code of Ethics, and will comply with all Corporate Policies, including those listed herein and on *thl*'s intranet.

thl may, from time to time, institute written policies and authorities that support this Code of Ethics and provide directors, employees, and contractors with guidance (including regular training) on the conduct required to comply with this Code of Ethics.

6. COMPLIANCE WITH CODE OF ETHICS

This Code of Ethics forms part of every employee's conditions of employment and *thl* will provide regular training to employees on this Code of Ethics. Failure to comply with the Code of Ethics can result in disciplinary action including, where appropriate, dismissal. Compliance with this Code of Ethics shall also be taken into account on a regular basis when assessing individual performance.

thl expects its directors, employees, and contractors to comply with the spirit as well as the letter of this Code of Ethics.

If any person becomes aware of a breach, or suspected breach of this Code of Ethics they should report it immediately to their manager for action. If this is inappropriate or uncomfortable for the individual, the breach, or suspected breach, should be reported to another member of the Senior Management Team. No action will be taken against any individual reporting a breach, or suspected breach, by virtue of that report. Subject to any legal restriction, the name of the person disclosing the information pertaining to the breach, or suspected breach, of this Code of Ethics will be kept confidential. The provisions the Protected Disclosures Act 2000 will be followed at all times.

The Board will monitor instances where there is breach of this Code of Ethics so that organisational behaviour is closely monitored and to ensure that breaches are dealt with in a consistent and even-handed manner.

thl will track over time how it is progressing with respect to compliance with this Code of Ethics and seek to improve behaviour.

This Code of Ethics will be reviewed at least bi-annually.

7. FURTHER INFORMATION / REPORTING POSSIBLE BREACHES

If you have any questions or require further information please contact any member of the Senior Management Team or the Human Resources Team. If you believe a breach of *thl*'s Code of Ethics has occurred please make contact via the following email address: speakup@thlonline.com

Or directly to:

Brett Morris, General Manager Human Resources

Glenn Marler, Human Resources Manager - Australia