

**THE READING INTERNATIONAL, INC.**  
**CONSOLIDATED GROUP**  
**CODE OF BUSINESS CONDUCT & ETHICS**

**Revised and adopted on October 18, 2024**

Reading International, Inc. has many resources available to guide our employees and those of our affiliates in ethical and compliance situations. Individuals with questions concerning this Code of Conduct and Ethics or wishing to seek guidance or to report concerns may do so via any of the following methods:

- Your direct manager or, if the conduct involves your direct manager, the next level above your direct manager,
- Any other manager,
- Human Resources: Note you may contact Human Resources either personally or on an anonymous basis.
  - Via Email: [HumanResources@ReadingRDI.com](mailto:HumanResources@ReadingRDI.com)
  - Via (Anonymous) Email: [HumanResources.Anonymous@ReadingRDI.com](mailto:HumanResources.Anonymous@ReadingRDI.com)
  - Via Telephone in the *United States*: 1-844-884-1798
  - Via Telephone in *Australia*
    - Telstra: 1-800-881-011, wait for prompt, dial 800-603-2869
    - Optus: 1-800-551-155, wait for prompt, dial 800-603-2869
  - Via Telephone in New Zealand: 000-911, wait for prompt, dial 800-603-2869
- The office of our General Counsel: Note you may contact our General Counsel either personally or on an anonymous basis.
  - Via Email: [GeneralCounsel@ReadingRDI.com](mailto:GeneralCounsel@ReadingRDI.com)
  - Via (Anonymous) Email: [GeneralCounsel.Anonymous@ReadingRDI.com](mailto:GeneralCounsel.Anonymous@ReadingRDI.com)
  - Via Telephone in the United States: 1-844-884-1797
- Our Principal Compliance Officer. Note you may contact our Principal Compliance Officer either personally or on an anonymous basis
  - Via Email: [PrincipalComplianceOfficer@ReadingRDI.com](mailto:PrincipalComplianceOfficer@ReadingRDI.com)
  - Via Website: [www.lighthouse-services.com/ReadingRDI](http://www.lighthouse-services.com/ReadingRDI)
  - Via Telephone at 1-844-449-0005

**Please note that the above email address and telephone numbers for our Principal Compliance Officer are only accessible by our Principal Compliance Officer and an outside third-party vendor. If you are uncomfortable speaking with a manager, our Human Resources Department or our General Counsel, please contact our Principal Compliance Officer.**

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*Note: This Code of Business Conduct & Ethics (our “Code of Conduct”) is current as of October 18, 2024. Please note that (1) in some respects our policies may exceed minimum legal requirements or industry practice, and (2) nothing contained in our Code of Conduct should be construed as a binding definition or interpretation of a legal requirement or industry practice. Our Code of Conduct has been adopted by the Reading International, Inc. Board of Directors with respect to the employees, officers, managers and directors of Reading International, Inc. It has also been adopted by the governing bodies of each of the subsidiaries of Reading International, Inc. with respect to the employees, officers, managers and directors of each such subsidiary.*

A copy of our Code of Conduct has been posted at <http://www.ReadingRDI.com>, under the heading “Investor Relations—Governance Documents.” You may also obtain copies of our Code of Conduct from our Human Resources Department.

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## Forward

Dear fellow Employees, Officers, Managers, and Directors:

Reading International, Inc. (“Reading”) is founded on our commitment to the highest ethical principles and standards. We value honesty and integrity. Upholding these commitments is essential to our continued success. This Code of Business Conduct & Ethics (our “Code of Conduct”) has been adopted by the Board of Directors of Reading and by the governing body of each of Reading’s subsidiaries. As used in our Code of Conduct, the term “our Company” means individually and without differentiation Reading and each of such adopting subsidiaries. Terms such as “our” or “we” similarly refer to Reading and each such adopting subsidiary, as applicable. For convenience, the Reading Human Resources Department, General Counsel and Principal Compliance Officer also serve as the Human Resources Department, General Counsel and Principal Compliance Officer for each of our adopting subsidiaries. As Reading’s financial statements are prepared on a consolidated basis and as that process is overseen by the Reading Audit and Conflicts Committee, for compliance purposes the Reading Audit and Conflicts Committee also serves as the audit and compliance committee for all of our adopting subsidiaries. All references in this Code of Conduct to our “Audit Committee” are to the Reading Audit and Conflicts Committee.

The law and the ethical principles and standards that comprise this Code of Conduct must guide our actions. Our Code of Conduct is, of course, broadly stated. Its guidelines are not intended to be a complete listing of detailed instructions for every conceivable situation. Instead, it is intended to help you develop a working knowledge of the principles, laws and regulations that affect your job. As we are a multi-national organization, and laws vary from jurisdiction to jurisdiction, there will be differences between U.S., Australian and New Zealand laws applicable to your work, and you naturally must comply with such laws to the extent that they are stricter than specified in our Code of Conduct.

Adhering to our Code of Conduct is essential. We have spent significant time thinking through and developing our Code of Conduct. Each of our Directors, Senior Executive Officers and I have personally taken the time to study it carefully and I request that you do the same. I have also signed a statement confirming that I have read our Code of Conduct carefully, and I expect you to do the same by signing the confirmation form that appears on the final page after you have completed your review.

It is important that we be able to trust, rely upon and deal fairly with one another, and with the world in which we do business. Complying with the principles and standards contained in our Code of Conduct is the starting point for building and maintaining both internally and externally our culture of trust, reliability and fair dealing,

In addition to our Code of Conduct, we also have specific policies on insider trading, whistleblowing and anti-discrimination which are posted on our website and specific policies as to employee conduct provided to employees by their managers (“Company Employee Policies”). Our Code of Conduct is not intended to supersede our insider trading, whistleblowing or anti-discrimination policies or such Company Employee Policies, but rather to supplement them. Accordingly, standards of conduct specified in our insider trading policies, whistleblowing and anti-discrimination policies and Company Employee Policies must be adhered to, even if the standards set forth in such policies are more strict or detailed than those set forth in our Code of Conduct.

Thank you for your commitment!

Ellen M. Cotter  
President and Chief Executive Officer

## Introduction

All of our Company's employees, officers, managers, and directors must read and use our Code of Conduct to ensure that each business decision follows our commitment to high ethical standards and the law. Adherence to our Code of Conduct and to our other official policies is essential to maintaining and furthering our culture of promoting fair and ethical practices among our customers, stockholders, employees, managers, officers, directors and communities.

It is the responsibility of every one of us to comply with applicable laws and regulations and the provisions of our Code of Conduct and other Company Employee Policies (such as our insider trading, whistleblower and anti-discrimination policies). Each employee, officer, manager and director must appropriately report any violations of the law or our Code of Conduct of which they become aware. We cannot correct that about which we do not know. Failure to follow the provisions of our Code of Conduct may have serious adverse legal consequences and may require our Company to take preventative or disciplinary action it deems appropriate, including, without limitation, removal from office, demotion, and termination of your employment.

Our Code of Conduct summarizes certain laws and the ethical policies that apply to all of our employees, officers, managers and directors. Several provisions in our Code of Conduct refer to more detailed policies that either (1) concern more complex Company policies or legal provisions or (2) apply to select groups of individuals within our Company. If these detailed policies are applicable to you, it is important that you also read, understand, and comply with them. If you have questions as to whether any detailed policies apply to you, contact your immediate manager, or if the conduct involves your immediate manager, then a manager the next level above your manager, or to our Human Resources Department, or to our General Counsel or our Principal Compliance Officer. Situations that involve ethics, values and violations of certain laws are often very complex and can be difficult to sort out. Sometimes there may be no right answer or a number of right answers. No single code of conduct can cover every business situation that you will encounter. We do not expect you to be legal experts or to police people. Consequently, we have implemented the compliance procedures outlined in the sections of our Code of Conduct entitled "Administration of our Code of Conduct" and "Asking for Help and Reporting Concerns." The thrust of our procedures is *when in doubt, ask*. If you do not understand a provision of our Code of Conduct, are confused as to what actions you should take in a given situation, or wish to report a violation of the law or our Code of Conduct, you should follow those compliance procedures. Those procedures will generally direct you to talk to either your immediate manager, a manager at the next level above your manager, our Human Resources Department, our General Counsel or our Principal Compliance Officer. There are likely few situations that cannot be resolved if you discuss them with your immediate manager, our Human Resources Department, our General Counsel or our Principal Compliance Officer in an open and honest manner.

If you have any questions as to how to contact our Human Resources Department, our General Counsel or our Principal Compliance Officer or questions relating to the Code of Conduct, please refer to the title page on this document. You may also find this information in the Resources section of the employee handbook. If you have any questions as to whether you have our most up-to-date Code of Conduct, this too is available on our website.

After reading our Code of Conduct, it is our expectation that you will:

- Have a thorough knowledge of our Code of Conduct's terms and provisions.
- Be able to recognize situations that present legal or ethical dilemmas.
- Be able to deal effectively with questionable situations in conformity with our Code of Conduct.

In order to be able to accomplish these goals, we recommend that you take the following steps:

- Read our entire Code of Conduct thoroughly.
- If there are references to more detailed policies that are not contained in our Code of Conduct and that apply to you, obtain and read those policies.
- Think about how the provisions of our Code of Conduct apply to your job, and consider how you might handle situations to avoid illegal, improper, or unethical actions or the impression of such misconduct.
- If you have questions, ask your immediate manager, our Human Resources Department or our General Counsel or our Principal Compliance Officer.

When you are faced with a situation and you are not clear as to what action you should take, ask yourself the following questions:

- Is the action legal?
- Does the action comply with our Code of Conduct, our insider trading, whistleblower and/or anti-discrimination policies and, to the extent applicable to you, our Company Employee Policies?
- How will your decision affect others, including our customers, stockholders, your fellow employees and the community?
- How will your decision look to others? Even if your action is legal, if it could result in the appearance of wrongdoing, consider taking alternative steps.
- How would you feel if your decision were made public? Could the decision be honestly explained and defended?
- Have you contacted your immediate manager, our HR Department or our Principal Compliance Officer regarding the action?

To reiterate, ***when in doubt, ask.***

*Please note that our Code of Conduct is not an employment contract and does not modify the employment relationship between us and you. We do not create any contractual or legal rights or guarantees by issuing these policies, and we reserve the right to amend, alter and terminate policies at any time and for any reason.*

## Compliance with Laws

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First and foremost, our policy is to behave in an ethical manner and comply with all laws, rules and government regulations that apply to our business. Although we address several important legal topics in our Code of Conduct, we cannot anticipate every possible situation or cover every topic in detail. It is your responsibility to know and follow the law and conduct yourself in an ethical manner. If you are an officer, manager or director, it is also your responsibility to report to an appropriate officer, manager or director any violations of the law or our Code of Conduct. Even if you are not an officer, manager or director, you may still have a legal obligation to report violations separate and apart from any obligation you may have under our Code of Conduct or any Company Employee Policies and we strongly recommend that all employees promptly report conduct that they, in good faith, believe to constitute any such violation. You may report such violations by following the compliance procedures contained in the section of our Code of Conduct entitled “Asking for Help and Reporting Concerns.”

### *Antitrust Laws*

Antitrust laws are designed to ensure a fair and competitive marketplace by prohibiting various types of anticompetitive behavior. Some of the most serious antitrust offenses occur between competitors, such as agreements to fix prices or to divide customers, territories or markets. Accordingly, it is important to avoid discussions with our competitors regarding pricing, terms and conditions, costs, marketing plans, customers and any other proprietary or confidential information. Foreign countries often have their own body of antitrust laws, so our international operations may also be subject to antitrust laws of other foreign countries.

Unlawful agreements need not be written. They can be based on informal discussions or the mere exchange of information with a competitor. If you believe that a conversation with a competitor enters an inappropriate area, end the conversation at once.

Whenever any question arises as to application of antitrust laws, you should consult with our the office of our General Counsel. Any agreements with possible antitrust implications should be made only with the prior approval of our General Counsel. If you are uncomfortable communicating your questions of concerns to our General Counsel, then you should discuss them with our Principal Compliance Officer.

### *Anticorruption Laws*

Conducting business with governments is not the same as conducting business with private parties. What may be considered an acceptable practice in the private business sector may be improper or illegal when dealing with government officials. Improper or illegal payments to government officials are prohibited. “Government officials” includes employees of any government anywhere in the world, even low-ranking employees or employees of government- controlled entities, as well as political parties and candidates for political office. If you deal with such persons or entities, you should consult with our General Counsel to be sure that you understand these laws before providing anything of value to a government official. If you are uncomfortable communicating your questions or concerns to our General Counsel, then you should discuss them with our Principal Compliance Officer.

If you are involved in transactions with foreign government officials, you must comply not only with the laws of the country with which you are involved but also with the U.S. Foreign Corrupt Practices Act. This act makes it illegal to pay, or promise to pay money or anything of value to any

non-U.S. government official for the purpose of directly or indirectly obtaining or retaining business. This ban on illegal payments and bribes also applies to agents or intermediaries who use funds for purposes prohibited by the statute.

In some countries it is permissible to pay government employees for performing certain required duties. These facilitating payments, as they are known, are small sums paid to facilitate or expedite routine, non-discretionary government actions, such as obtaining phone service or an ordinary license. In contrast, a bribe, which is never permissible, is giving or offering to give anything of value to a government official to influence a discretionary decision. Understanding the difference between a bribe and a facilitating payment is very important. You must have approval from our General Counsel before making any payment or gift to a foreign government official. If you are uncomfortable communicating with our General Counsel on any such issue, then you should contact our Principal Compliance Officer.

### *Federal and State Securities Laws*

Because we are a public company, we are subject to a number of laws concerning the purchase and sale of our stock and other publicly traded securities. Regardless of your position with us, if you are aware of what is known as “material inside information” regarding our Company, its business, affairs or prospects, you may not disclose that information to anyone outside our Company, and you may not buy or sell our stock or other publicly-traded securities until the material inside information is known not only by individuals within our Company, but also by the general public. The improper use of material inside information is known as insider trading. Insider trading is a criminal offense and is strictly prohibited.

For more information about our policies concerning the securities laws, you should refer to our more detailed Insider Trader Policy. Our directors, executive officers and certain other designated employees are also subject to a Supplemental Policy concerning insider trading. These policies are posted on our website (<http://www.ReadingRDI.com>) and available from our Human Resources Department. If you have questions about whether or not information is confidential insider information or whether you should be trading in the securities of Reading International, Inc., you should contact our General Counsel. If you are uncomfortable communicating your questions or concerns to our General Counsel, then you should discuss them with our Principal Compliance Officer.

### **Conflicts of Interest**

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All of us must be able to perform our duties and exercise judgment on behalf of our Company without influence or impairment, or the appearance of influence or impairment, due to any activity, interest or relationship that arises outside of work. Put more simply, when our loyalty to our Company is affected by actual or potential benefit or influence from an outside source, a conflict of interest exists. We should all be aware of any potential influences that impact or appear to impact our loyalty to our Company. In general, you should avoid situations where your personal interests conflict, or appear to conflict, with those of our Company.

Any time you believe a conflict of interest may exist, you must disclose the potential conflict of interest to our Human Resources Department, our Chief Executive Officer and/or our Principal Compliance Officer. Any potential conflict of interest involving a director or an officer with the title of Executive Vice-President, or above, must be approved by Reading’s Audit and Conflicts Committee of our Board of Directors (our “Audit Committee”).



Other conflicts of interest may be approved by our Principal Compliance Officer with the concurrence of our Chief Executive Officer or by our Chief Executive Officer, so long as notice of the conflict and of such approval is provided to our Principal Compliance Officer. It is the obligation of our Human Resources Department and Principal Compliance Officer to report to our Chief Executive Officer any potential conflict of interest brought to the attention of our Human Resources Department and/or Principal Compliance Officer by any employee, or if the conflict of interest involves our Chief Executive Officer or any person or entity related to our Chief Executive Officer, to the attention of our Audit Committee. Employees holding a title below Executive Vice-President may rely on the advice of our Principal Compliance Officer that any particular potential conflict of interest has been dealt with appropriately, whether relating to the employee seeking such information or relating to the conduct of any other employee, officer or director of our Company.

It is not possible to describe every conflict of interest, but some situations that could cause a conflict of interest include:

- Doing business with family members,
- Having a financial interest in another company with whom we do business,
- Taking a second job,
- Managing your own business,
- Serving as a director of another business,
- Being a leader in some organizations, or
- Diverting a business opportunity from our Company to another individual or company

#### *Doing Business with Family Members*

A conflict of interest may arise if family members work for a supplier, customer or other third party with whom we do business. It also may be a conflict if a family member has a significant financial interest in a supplier, customer or other third party with whom we do business. Before doing business on our behalf with an organization in which a family member works or has a significant financial interest, an employee must disclose the situation to our Principal Compliance Officer. Any approval granted must be documented. If the only interest you have in a customer or supplier is because a family member works there, then you do not need to disclose the relationship or obtain prior approval unless you deal with the customer or supplier.

“Family members” include your:

- Spouse
- Brothers or sisters
- Parents
- In-laws (mother, father, son, or daughter)
- Children
- Life partner
- Any person with whom you share a household.

Employing relatives or close friends who report directly to you may also be a conflict of interest. Although our Company encourages employees to refer candidates for job openings, employees who may influence a hiring decision must avoid giving an unfair advantage to anyone with whom they have a personal relationship. Any such relationship must be reported to our Principal Compliance Officer before any such person is employed.

Any conflict of interest regarding doing business with family members as described above that involves a director or an officer with the title of Executive Vice President or above must be disclosed to the Audit Committee.

#### *Ownership in Other Businesses*

Your investments can cause a conflict of interest. In general, you should not own, directly or indirectly, a significant financial interest in any company that does business with us or seeks to do business with us. Any such significant financial interest must be immediately disclosed to our Principal Compliance Officer. You also should not own a significant financial interest in any of our competitors. Any such significant financial interest must be immediately disclosed to our Principal Compliance Officer. If you or a family member has a significant financial interest in a company with whom we do business or propose to do business, that interest must be approved by our Principal Financial Officer prior to the transaction.

Notwithstanding the foregoing, non-employee directors of our Company and their family members are permitted to have significant financial interests in or to be affiliates of suppliers, customers, competitors and third parties with whom we do business or propose to do business. However, such a director must:

- Disclose to the Chair of the Board of Directors any such relationship promptly after the director becomes aware of it,
- Remove himself or herself from any Board activity that directly impacts the relationship between our Company and any such enterprise with respect to which the director has a significant financial interest or is an affiliate, and
- Obtain prior approval from the Board of Directors or its designated committee for any transaction of which the director is aware between our Company and any such enterprise.

Any conflict of interest regarding ownership in another business as described above that involves a director or an officer with the title of Executive Vice President or above must be disclosed to the Audit Committee.

#### *Outside Employment*

Sometimes our employees desire to take additional part-time jobs or do other work after hours, such as consulting or other fee-earning services. This kind of work does not in and of itself violate our Code of Conduct. However, the second job must be strictly separated from your job with us, and must not interfere with your ability to devote the time and effort needed to fulfill your duties to us as our employee. You cannot engage in any outside activity that causes competition with us or provides assistance to our competitors or other parties (such as suppliers) with whom we do business. Absent the approval of our Principal Compliance Officer or our Chief Executive Officer, such work may not be done during your work hours. Before engaging in a second line of work, you should disclose your

plans to your immediate manager to confirm that the proposed activity is not contrary to our best interests.

### *Service on Boards*

Serving as a director of another corporation may create a conflict of interest. Being a director or serving on a standing committee of some companies or other organizations, including government agencies, also may create a conflict. Before accepting an appointment to the board or a committee of any company or other organization whose interests may conflict with our company's interests, you must discuss it with our Principal Compliance Officer and obtain his or her approval.

### *Business Opportunities*

Business opportunities relating to the kinds of products and services our Company usually sells or the activities our Company typically pursues that arise during the course of your employment or through the use of our Company's property or information belong to our Company. Similarly, other business opportunities that fit into our Company's strategic plans or satisfy our Company's commercial objectives that arise under similar conditions also belong to our Company. You may not direct these kinds of business opportunities to our Company's competitors, to other third parties or to other businesses that you own or are affiliated with.

### *Loans*

Unlawful extensions of credit by our Company in the form of personal loans to our executive officers and directors are prohibited. All other loans by our Company to, or guarantees by our Company, of obligations of any employees must be made in accordance with established Company policies approved by our Board of Directors or its designated committee.

## **Gifts and Entertainment**

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We understand that on occasion you may give or receive gifts and invitations to entertainment events in the everyday course of doing business. Accepting or giving gifts or entertainment, however, may create the appearance of impropriety. We are dedicated to treating fairly and impartially all persons and firms with whom we do business. Misunderstandings can usually be avoided by conduct that makes clear that our Company conducts business on an ethical basis and will not seek or grant special considerations.

### *Accepting Gifts and Entertainment*

You should never solicit a gift or favor from those with whom we do business. You may accept novelty or promotional items, or modest gifts related to commonly recognized occasions, such as a promotion, holiday, wedding or retirement, if this happens only occasionally (or in the case of holidays seasonally and the gift was not solicited).

You may accept an occasional invitation to a sporting activity, charitable or entertainment event, or meal if there is a valid business purpose involved.

### *Giving Gifts and Entertaining*

Reasonable gifts and entertainment for customers, potential customers and other third parties with whom we do business are permitted as long as they support our Company's legitimate business interests. Under no circumstances can any bribe, kickback or illegal payment or gift of cash or cash

equivalents be made. Also, special rules apply when dealing with government employees. These are discussed in our Code of Conduct under “Compliance with Laws – Anticorruption Laws.”

If you are not sure whether a specific gift or entertainment is permissible, contact your immediate manager, our Human Resources Department, our General Counsel or our Principal Compliance Officer.

## **Fair Dealing**

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We have built a reputation as a trustworthy and ethical member of our community and our industry. We are committed to maintaining the highest levels of integrity and fairness within our company. When we fail to negotiate, perform or market in good faith, we may seriously damage our reputation and lose the loyalty of our customers. You must conduct business honestly and fairly and not take unfair advantage of anyone through any misrepresentation of material facts, manipulation, concealment, abuse of privileged information, fraud or other unfair business practice.

## **Responding to Inquiries from the Press and Others**

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Our Company is subject to laws that govern the timing of our disclosures of material information to the public and others. Only certain designated employees may discuss our Company with the news media, securities analysts, and investors. All inquiries from outsiders regarding financial or other information about our Company should be referred to our Chief Executive Officer, or such other officers as the Chief Executive Officer may from time to time designate.

## **Political Activity**

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We will fully comply with all political contribution laws. Our Company’s funds may not be used for contributions of any kind to any political party or committee or to any candidate or holder of any government position (national, state or local) unless such contribution is permitted by law and complies with our company policy. Please contact our General Counsel to determine whether a specific Company contribution is permitted.

It is against our policy for you to lobby our other employees on behalf of a political candidate or party during the workday. It is also against our policy to reimburse an employee for any political contributions or expenditures. Outside normal office hours, you are free to participate in political campaigns on behalf of candidates or issues of your choosing, as well as make personal political contributions.

## **Safeguarding Company Assets**

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We have a responsibility to protect Company assets (including confidential and proprietary information) entrusted to us from loss, theft, misuse and waste. Company assets and funds may be used only for business purposes and may never be used for illegal purposes. Incidental personal use of telephones, fax machines, copy machines, personal computers, e-mail and similar equipment is generally allowed if it is occasional, there is no significant added cost to us, it does not interfere with your work responsibilities and is not related to an illegal activity or outside business. If you become aware of theft, waste or misuse of our assets or funds or have any questions about your proper use of them, you should speak immediately with your immediate manager.

It is also important that you protect the confidentiality of Company information. Confidential or proprietary information includes all information that is not generally known to the public and is helpful to our Company, or would be helpful to competitors. Proprietary information should be marked accordingly, kept secure and access limited to those who have a need to know in order to do their jobs. Confidential information also includes information about our employee that may be personal to them, but which we have as a result of our employer/employee relationship.

Our business relations are built on trust, and our customers and suppliers count on that trust. If you learn information from them that is not otherwise public, you should keep that information confidential also.

We must all be sensitive to the impact of comments made over the Internet through public forums such as chat rooms, social media outlets and bulletin boards. In such forums, you may not post any information about our Company including comments about fellow employees, managers, officers, directors, our products, stock performance, operational strategies, financial results, customers or competitors, even in response to a false statement or question. This applies whether you are at work or away from the office. Unless other arrangements are set up in advance and in writing, our Company owns all e-mail or other messages or communications (including all attachments) that are sent from or received through or maintained on our Company's digital information systems, and may access and use such messages, communications and attachments for any purpose that we may choose, including, without limitation, for purposes of conducting any investigations or reviews. We may monitor your messages, and communications and attachments and may be required to disclose them in the case of litigation or governmental inquiry. Accordingly, you are best advised to use your personal email for personal matters.

### **Accuracy of Company Records**

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All information you record or report on our behalf, whether for our purposes or for third parties, must be done accurately and honestly. All of our records (including accounts and financial statements) must be maintained in reasonable and appropriate detail, must be kept in a timely fashion, and must appropriately reflect our transactions. Falsifying records or keeping unrecorded funds and assets is a severe offense and may result in prosecution or loss of employment. When a payment is made, it can only be used for the purpose specified in the supporting document. We must all be alert for fraudulent invoices and unauthorized payments.

Information derived from our records is provided to our equity holders and investors as well as government agencies. Thus, our accounting records must conform not only to our internal control and disclosure procedures but also to generally accepted accounting principles and other laws and regulations, such as those of the Internal Revenue Service, the Securities and Exchange Commission, New Zealand's Inland Revenue Department and the Australian Taxation Office. Our public communications and the reports we, or our affiliates, file with the Securities and Exchange Commission and other government agencies should contain information that is full, fair, accurate, timely and understandable in light of the circumstances surrounding disclosure.

Our internal and external auditing functions help ensure that our financial books, records and accounts are accurate. Therefore, you should provide our accounting department, internal auditing staff, our Audit Committee and independent public accountants with all pertinent information that they may request. We encourage open lines of communication with our Audit Committee, accountants and auditors and require that all our personnel cooperate with them to the maximum extent possible. It is

unlawful for you to fraudulently influence, induce, coerce, manipulate or mislead our independent public accountants for the purpose of making our financial statements misleading.

If you are unsure about the accounting treatment of a transaction or believe that a transaction has been improperly recorded or you otherwise have a concern or complaint regarding an accounting matter, our internal accounting controls, or an audit matter, you should confer with our Chief Accounting Officer, our Chief Financial Officer, or our Principal Compliance Officer, or you may submit your concern, on an anonymous basis, to our Audit Committee by following the procedures set forth in our Whistleblower Policy, as posted on our website at <http://www.ReadingRDI.com>.

If you are uncomfortable with or not satisfied with the advice or other response you receive from our Chief Accounting Officer or Chief Financial Officer, our Code of Conduct requires that your concerns be communicated to our Principal Compliance Officer, either directly or anonymously, as provide above.

## **Record Retention**

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Our records should be retained or discarded in accordance with any applicable record retention policies and all applicable laws and regulations. From time to time, we are involved in legal proceedings that may require us to make some of our records available to third parties. Our legal counsel will assist us in releasing appropriate information to third parties and provide you (or your immediate manager) with specific instructions. It is a crime to alter, destroy, modify or conceal documentation or other objects that are relevant to a government investigation or otherwise obstruct, influence or impede an official proceeding. The law applies equally to all of our records, including formal reports as well as informal data such as e-mail, expense reports and internal memos. If the existence of a subpoena or a pending government investigation is known or reported to you, you should immediately contact the office of our General Counsel and you must retain all records that may pertain to the investigation or be responsive to the subpoena.

## **Administration of Our Code of Conduct**

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### *Distribution*

All of our employees, managers, directors and officers will receive a copy of our Code of Conduct when they join our Company. Any updates of our Code of Conduct will be promptly posted on our website. Directors and executive officers are required to review our Code of Conduct annually, and to certify their review.

### *Role of Managers and Officers*

Managers and officers have important roles under our Code of Conduct and are expected to demonstrate their personal commitment to our Code of Conduct by fostering a workplace environment that promotes compliance with our Code of Conduct and by ensuring that employees under their supervision participate in our Company's compliance training programs.

### *Reporting Violations*

All employees should promptly report violations of our Code of Conduct or the law and to cooperate in any investigations into such violations. Officers, managers and directors covered by this policy are responsible for promptly reporting any violations they know or in good faith believe to be in

violation of the policy. Failure to report such violations may itself be considered a violation and could lead to disciplinary action.

We prefer that you give your identity when reporting violations, to allow our Company to contact you in the event further information is needed to pursue an investigation, and your identity will be maintained in confidence to the extent practicable under the circumstances and consistent with enforcing our Code of Conduct and compliance with applicable law. However, you may anonymously report violations. When in doubt, you should discuss the situation with our Human Resources Department or our General Counsel. Please also see our Whistleblower Policy, set out on our website at <http://www.ReadingRDI.com> regarding the confidential reporting of possible violations.

We will endeavor to keep information provided confidential, however, you should understand that it may be necessary to make such information known to others or even public to the extent needed, by way of example, to protect from harm or injury, to comply with applicable laws, to remedy a situation or otherwise take corrective action, and/or to conduct an appropriate investigation.

### *Investigations*

The ultimate responsibility for administering our Code of Conduct, investigating violations of our Code of Conduct and determining corrective and disciplinary action rests with our Principal Compliance Officer. This responsibility includes, but is not limited to, applying our Code of Conduct to specific situations in which questions may arise and interpreting the standards set forth in our Code of Conduct in a particular situation. Our Principal Compliance Officer has delegated to our accounting department, our Human Resources Department and Legal and Compliance personnel the authority to manage certain investigations as such departments deem appropriate to address such situations and inquiries that arise pursuant to the terms of this Code of Conduct. . An investigation will be promptly initiated as appropriate. Appropriate corrective action will also be initiated as we deem necessary, which may include notifying appropriate authorities. All employees, managers, officers and directors are expected to cooperate in any internal investigation of misconduct.

### *Disciplinary Action*

If you violate any provision of our Code of Conduct, you may be subject to disciplinary action, up to and including discharge. Please be aware that our Company may seek civil remedies from you and, if your violation results in monetary loss to our Company, you may be required to reimburse us for that loss. If you are involved in a violation, the fact that you reported the violation, together with the degree of cooperation displayed by you and whether the violation is intentional or unintentional, will be given consideration in our investigation and any resulting disciplinary action.

### *No Retaliation*

We will not retaliate against anyone who, in good faith, notifies us of a possible violation of law or our Code of Conduct, nor will we tolerate any harassment or intimidation of any employee who reports a suspected violation. In addition, there are federal “whistleblower” laws that are designed to protect employees from discrimination or harassment for providing information to us or governmental authorities, under certain circumstances, with respect to certain laws such as those governing workplace safety, the environment, securities fraud and federal law relating to fraud against stockholders.

### *Approvals*

Approvals required under our Code of Conduct should be documented. It is the responsibility of the individual seeking an approval to make sure that such approval is documented.

### *Waivers*

Any request for a waiver of our Code of Conduct must be submitted in writing to our Principal Compliance Officer who has authority to decide whether to grant a waiver. However, a waiver of any provision of our Code of Conduct for a director or an executive officer must be approved by our Audit Committee, and must be promptly disclosed to the extent required by law or regulation. Decisions of the Principal Compliance Officer may be appealed to the Chair of the Board of Directors for referral (in the Chair's discretion), to our Audit Committee. But any such appeal must be made promptly and in writing. Any waiver granted should be documented. It is the responsibility of the individual seeking a waiver to make sure that such waiver is documented.

### *Certifications*

All new employees must sign a certificate confirming that they have read and understand our Code of Conduct. We may also require an annual certification of compliance with our Code of Conduct by all directors and all officers with the title of Vice President (or equivalent title) above. However, failure to read our Code of Conduct or sign a confirmation certificate does not excuse you from complying with our Code of Conduct

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## Asking for Help and Reporting Concerns

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We take our Code of Conduct seriously and consider its enforcement to be among our highest priorities, but we also acknowledge that it is sometimes difficult to know right from wrong particularly when complex statutes, rules or regulations may be applicable. That's why we encourage open communication. **When in doubt, ask.** Whenever you have a question or concern, are unsure about what the appropriate course of action is, or if you believe that a violation of the law or our Code of Conduct has occurred:

- You should talk with your immediate manager. They may have the information you need, or may be able to refer the matter to an appropriate source, as circumstances warrant.
- If you are uncomfortable talking with your immediate manager, you may also contact any manager in our Company with whom you feel comfortable, or Human Resources at 1-844-884-1798 or [HumanResources@ReadingRDI.com](mailto:HumanResources@ReadingRDI.com) or [HumanResources.Anonymous@ReadingRDI.com](mailto:HumanResources.Anonymous@ReadingRDI.com).
- If you are uncomfortable talking with management or the Human Resources department, you may also contact the office of our General Counsel either personally or on an anonymous basis at 1-844-884-1797 or [GeneralCounsel@ReadingRDI.com](mailto:GeneralCounsel@ReadingRDI.com) or [GeneralCounsel.Anonymous@ReadingRDI.com](mailto:GeneralCounsel.Anonymous@ReadingRDI.com).
- If you are uncomfortable talking with management or your Human Resources, you may also contact our Principal Compliance Officer either personally or on an anonymous basis at 1-844-449-0005 or [PrincipalComplianceOfficer@ReadingRDI.com](mailto:PrincipalComplianceOfficer@ReadingRDI.com).
- In addition, if you have concerns or complaints about accounting or audit matters or our internal accounting controls, you may confer with our Chief Accounting Officer, our Chief Financial Officer, our Principal Compliance Officer, or you may submit your concern or complaint, on an anonymous basis by following the procedures set forth in our Whistleblower Policy, as posted on our website: <http://www.ReadingRDI.com>

## Confirmation Certificate

I have been provided with a copy of our Company's Code of Business Conduct & Ethics. I acknowledge that I have read the Code of Conduct and understand my responsibilities under it. I further acknowledge that I should follow the compliance procedures described in the Code of Conduct if I have any questions or concerns.

Print Name/Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_