



Code of conduct

IPD Group Ltd (ACN 111 178 351) (Company)

Adopted by the Board **26 October 2021**

(amended on 3 November 2021)

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1. Purpose and application

1.1 Purpose of this code

The Company is committed to the highest level of integrity and ethical standards in all business practices, including strict compliance with state and territory legislation and international anti-corruption and anti-bribery standards. This code of conduct sets out the standards of conduct expected of our business and people, taking into account the Company's legal and other obligations to its stakeholders.

The board of directors of the Company (**Board**) has endorsed this code. The Board and management believe that the Company's commitment to this code will maintain the confidence of the Company's key stakeholders in the Company's integrity.

For the avoidance of doubt this code applies to the Company and all of its subsidiary companies.

1.2 Application of this code

This code applies to all directors of the Board, as well as all officers, employees, contractors, consultants, other persons that act on behalf of the Company, and associates of the Company (for the purpose of this Code, collectively referred to as **Personnel**).

Personnel are expected at all times to act consistently with this code of conduct, current community standards and in compliance with all relevant law. This code operates in conjunction with all other Company policies and procedures.

It is essential that all Personnel is familiar with this code, which is available on the Company's website.

Suppliers and other interested parties are expected, to the extent possible, to adhere and comply with this code in their dealings with the Company.

2. Our values and commitments

The Company's core values and commitments are:

- (a) **Integrity** – We are self-aware, accountable, responsible and truthful.
- (b) **Respect** – We treat others with dignity and accept people for who they are.
- (c) **Leadership** – We do what is right, not what is easy.
- (d) **Knowledge** – Our pursuit of knowledge is endless.
- (e) **Service** – The actions we take are for the benefit of our customers.
- (f) **Fun** – We enjoy our work and have fun whilst being the best at what we do.

3. Our ethical standards and policies

3.1 Conflicts of interest

A conflict of interest exists where loyalties are divided. For example, if you or your relatives or associates have a personal or commercial interest which may interfere, or be perceived to interfere, with the performance of your duties and responsibilities to the Company, making it difficult to perform your role objectively and effectively. It is imperative that you are able to manage a conflict of interest when it arises.

You must act in the best interests of the Company. To safeguard the confidence of the Company's key stakeholders in the Company's integrity, it is paramount that you do not allow personal interests or the interests of relatives or associates to conflict with the interests of the Company. You must avoid participating in decisions and activities which may conflict, or be perceived to conflict, with your duties and responsibilities to the Company.

3.2 Financial interests in other businesses and outside memberships

You must not enter into any arrangement or participate in any activity that would conflict with the Company's best interests or would be likely to negatively affect the Company's reputation.

You must not be involved in any other company or business or organisation as director, agent, employee or consultant, whether paid or unpaid, if there is a possibility that your personal interests could conflict, or be perceived to conflict, with those of the Company unless you obtain approval first from the Chief Executive Officer or the Board (if you are a director).

If you are involved in a conflict or possible conflict, or become aware of a conflict, you must tell the Chief Executive Officer or the Board (if you are a director) as soon as possible.

3.3 Corporate opportunities, benefits and ownership of work

You must not use Company or customer property, or information, your position or opportunities which arise from these to improperly gain benefit for yourself or for another party or to cause detriment to the Company or its customers.

You have an obligation to avoid all financial, business and other arrangements which may be opposed to the interests of the Company, or which may place you in a competitive position with the Company.

The product of any work performed while you are with the Company, or on behalf of the Company, or using Company property (including all intellectual property rights created in connection with that work) belongs to the Company.

3.4 Anti-bribery and gifts

A number of countries have strict laws against bribery and corruption. The anti-bribery laws of some countries including the United States and Australia can apply to things done in other countries (i.e. wide-reaching extra-territorial effect). We must comply with and uphold all laws against bribery, corruption and related conduct applying to the Company in all the jurisdictions where the Company operates.

We are committed to adopting effective systems to counter bribery and related improper conduct and to monitoring and enforcing these systems. Accordingly, the Company has implemented a strict Anti-Bribery & Anti-Corruption Policy that applies to all individuals working at all levels and grades within the Company including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located.

The Company's Anti-Bribery & Anti-Corruption Policy is available on the Company's website.

3.5 Politicians, government officials and lobbying

All dealings with politicians and government officials which relate to the Company and its business activities must be conducted at arm's length and with the utmost professionalism, to avoid any perception of attempts to gain advantage or to improperly influence the outcome of an official decision.

You must not make any donation or other financial contribution to any political party or candidate for an election or sponsor any organisations (other than in a purely personal capacity) without seeking and obtaining prior approval from the Chief Executive Officer. Under this Code, all payments to government officials to secure an advantage, including payments to expedite or secure the performance of routine action, are prohibited.

Without specific authorisation from the Company, you must not engage in any lobbying of political officials, elected or appointed. Lobbying activity generally includes the attempt to persuade such officials to follow a particular course of action or policy or attempts to influence the passage or defeat of legislation and may trigger registration and reporting requirements. In many jurisdictions, the definition of lobbying activity is extended to cover efforts to induce rule making by executive branch agencies or other official actions of agencies, including the decision to enter into a contract or other arrangement.

The Company encourages its Personnel to take an active role in government processes. However, any participation in a political process is to be undertaken as an individual and not as a representative of the Company. Do not engage in lobbying activities on behalf of the Company without prior consultation with the Chief Executive Officer and Chairperson.

3.6 Confidentiality

In the course of the Company's business, you will have access to business or personal information about the affairs of the Company, its clients, Personnel, suppliers and our business partners. It may include business strategies, competitive analysis, financial plans and forecasts, employee information, supplier information and pricing.

Each of the parties expects the confidential nature of the information they have given in good faith to be respected.

You must keep confidential information acquired while you are with the Company, or acting on behalf of the Company, confidential, even after you leave or cease your engagement with the Company. The Company encourages Personnel to store business records and confidential information securely. Anyone who uses the Company's systems or has access to the Company information (including access through personal devices such as laptops or mobile devices) shares responsibility for the security of those systems and information and must protect Company property – including data, information and systems – from theft, carelessness, misuse, unauthorised access and vulnerability to cyber attack.

You must not access or request or make improper use of or transfer or disclose confidential information to anyone else except as required by your position or as authorised or legally required. If it inadvertently comes into your possession it should be returned immediately.

If you are required by an authority to provide confidential information which has not been otherwise authorised, you must notify the Chief Executive Officer.

3.7 Privacy

You must respect and safeguard the privacy of personal information held by the Company regarding its clients, suppliers, Personnel and others. If you have access to this information, you must ensure that it is collected, kept, disclosed, handled and used in a manner that complies with applicable privacy laws, any data protection laws that may apply and the Company Privacy Policy available on the Company's website.

3.8 Privacy and your employment

If you accept employment with the Company, you consent to the Company collecting, using and storing your personal and sensitive information for any purpose in connection with your employment. You also consent to the Company disclosing personal information and sensitive personal information about you to other persons for reasons relating to your employment or for the business requirements of the Company. These persons include (without limitation) Government officials, retirement fund trustees and administrators, insurers, medical or occupational practitioners, financial and legal advisers, share registries, potential purchasers on a sale of business, law enforcement bodies and taxation offices.

3.9 Discrimination, bullying, harassment and vilification

The Company is committed to an inclusive, diverse and non-discriminatory workplace and approach to our activities. Diversity not only supports a positive social framework, but also leads to superior organisational performance and culture.

Discrimination, harassment or vilification in the workplace will not be tolerated by the Company. Any such conduct will be dealt with in accordance with Company policy.

3.10 Health and safety

The Company is committed to ensuring the health and safety of its Personnel and visitors to its sites and any other persons who the Company works with, as required by law. You must comply with the laws and regulations that apply to the Company and its operations.

Company officers have additional due diligence health and safety obligations which they must comply with.

The use of alcohol and drugs may impair performance at work, have an adverse impact on productivity, and can pose a risk to health and safety. To assist with ensuring the safety of our workplace, the consumption of alcohol, and the use of any prescription drugs which may impair a person's ability to perform their work, or which pose a risk to their or others' health and safety, must be strictly in accordance with Company policy.

You must not knowingly participate in any illegal or unethical activity. The Company will not tolerate the use of illegal drugs or improperly used prescription medicine, or alcohol (except for moderate consumption at social events) on Company premises or when performing work for the Company, travelling on behalf of the Company, attending work related functions or activities or conducting business on the Company's behalf. The possession, use, sale or offering or distribution of illegal drugs or other controlled substances on Company premises or while performing work for the Company, conducting Company business, travelling on behalf of the Company or at work related functions or activities is forbidden.

It is important that we work together to create a safe and healthy workplace. If you know of or suspect any unsafe situations or conditions, please alert the Chief Executive Officer immediately.

3.11 Protection and use of the Company's assets and property

You must protect the Company's assets and property (including intellectual property) and ensure that the Company's assets and property are used only for the benefit of the Company's business. You must report any suspected or actual theft or fraud to the Chief Executive Officer, or any other contact nominated by the Company.

You must not use the Company's assets or property for personal purposes except in accordance with any Company policy or approved arrangement.

You must return Company assets and property immediately upon request by the Company.

All expenses must be documented and reported in a timely manner.

3.12 Compliance with laws and regulations

The Company is committed to complying with the laws and regulations of the countries in which we operate which relate to the Company.

You must comply with all laws and regulations relating to the Company, including document retention requirements. You must also comply with the technical and ethical requirements of any relevant regulatory or professional body. You must not breach, or omit to do something in breach of, any law or regulation or requirement. All actual or potential breaches must be reported immediately to the Company Secretary or your manager.

Where local laws or regulations differ from this code, you must apply this code or local requirements, whichever sets the higher standard of behaviour.

Ignorance of the law or having a good intention does not excuse your obligation to comply. You must participate in relevant compliance training programs offered by the Company.

If you are uncertain about the interpretation of any applicable law or regulation or requirement, contact the Chief Executive Officer or a relevant advisor.

3.13 Email and Internet Use

The Company will provide you with access to email, internet and other computer-based tools to enable you to perform your duties and responsibilities for the Company. Use of these tools is subject to Company policies regarding acceptable use, as varied from time to time.

You are hereby given written notification that your emails, internet access and/or usage and computer usage may be monitored by systems administrators, IT staff and others, as nominated by the Company from time to time. The types of computer surveillance that may be carried out include, but are not limited to:

- (a) the monitoring and reading of emails sent, received and stored on the Company's computer network (including emails deleted from the Inbox);
- (b) the time, activity or application based monitoring of your computer usage;
- (c) monitoring websites accessed by employees;
- (d) automated scanning of an employee's files to identify viruses or other malicious codes; and
- (e) logging individual keystrokes.

3.14 Social Media

The Company expects its staff to maintain a certain standard of behaviour when using social media for work or personal purposes. No staff member is to engage in social media as a representative or on behalf of the Company without first obtaining the Company's written approval. If any staff member is directed to contribute to, or participate in, any form of work related to social media, they must do so in a professional manner at all times and in the best interests of the Company.

3.15 Responsibility to shareholders and the financial community

The Company is committed to providing value to its shareholders and recognising the legitimate interests of other stakeholders. The Company has policies regarding the timely provision of information to its shareholders and other stakeholders including posting information to its website. It has processes to ensure that the accounts and financial information it provides represent a true and fair view of the financial performance and position of the Company.

You must fully cooperate with, and not make any false or misleading statement to, or conceal any relevant information from, the Company's auditors.

3.16 Insider trading

Insider trading laws prohibit a person in possession of material non-public information relating to a company from dealing in that company's securities. Insider trading is a serious offence.

The Company's Trading Policy is available on the Company's website. It provides guidance so that you do not deliberately or inadvertently breach the insider trading laws or the Company's policy.

3.17 Environmental responsibility

The Company considers both the environmental impacts and benefits of its decisions and business activities. The Company is committed to doing business in an environmentally responsible manner and identifying environmental risks that may arise out of its operations. Personnel must abide by all local laws and regulations, and are expected to respect and care for the environment in which the Company operates.

Any Personnel who are aware of, or suspect, an action that is not environmentally responsible or in breach of the applicable laws and regulations, must contact the Company Secretary.

3.18 Whistleblower protection

The Company is committed to the highest standards of conduct and ethical behaviour in all of our business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

The Company encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving the Company's businesses and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.

The Company has implemented a Whistleblower Policy which is available on the Company's website.

4. Promoting and publishing this code

The Company and its management will promote this code across the organisation and provide training on the topics it covers.

A copy or summary of this code will be available on the Company's website. It will be distributed to all directors, employees and other persons as relevant. Key features will be published in the annual report or a link to the code or a summary on the Company's website provided.

5. Breach of this code

The highest standards of corporate conduct are critical to the Company's success and image. The values and policies in this code are not exhaustive. This code is designed to focus you on particular values identified by the Company as central to its integrity.

Compliance with this code will be monitored and any known or suspected breaches of this code will be investigated. If a breach is found to have occurred, you may face legal or disciplinary action including termination of employment.

6. Administration

6.1 Where can I obtain further information?

The Company has a dedicated person responsible for the administration of this code. At the date of adoption of this code, this is the Chief Executive Officer.

If you require further information or assistance or are uncertain about the application of this code or the law, please contact the Chief Executive Officer.

6.2 Review of this code

The Board will review this code from time to time. This code may be amended by resolution of the Board.