



# Group - Code of Conduct and Ethics Policy

PEXA Group Limited

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For internal and external use – Public Policy

## Document Control

**Title:** Group - Code of Conduct and Ethics Policy

**Policy Owner:** Chief People and Corporate Relations Officer

**Functional Owner:** General Manager, Corporate Relations & Engagement

**Policy Level:** Level 1

### Contact for inquiries and proposed changes:

People Experience and Corporate Relations

### Change History

Version	Date	Revised by	Brief outline of changes
1.0	June 2021	Board	Final version
1.1	October 2021	RCC/ARC	Scope Revision
1.2	July 2022 Oct 2022	GRC GM, People Services	Update to Policy Owner Policy reviewed & updated; material change to governance from ARC to RNPC
1.3	May 2023	GM Corporate Rep Relations & Engagement; GM People Services	Para ref – Political donations and activities
1.4	Nov 2023	GM Corporate Relations & Engagement; GM People Services: Ashurst AU & UK	Annual Review

### Approval History

Approval History Name	Version	Date	Approval Evidence
Board	1.0	June 2021	Meeting Minutes
Risk & Compliance Co/Board	1.1	October 2021	Meeting Minutes
RNPC/Board	1.2	17 Nov 2022	Meeting Minutes
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RNPC/Board	1.4	23 Nov 2023	Meeting Minutes

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## 1. Purpose

At PEXA Group (**PEXA**), we conduct our business according to the highest standards of honesty, integrity, respect and fairness when dealing with customers, suppliers, the public and our employees.

PEXA Group has a Code of Conduct (**the Code**) to clarify the standards of behaviour that are expected to guide the decisions we make, when conducting business. The Code is a support system for our values to be lived by and enables us all to deliver in our roles.

## 2. Who does the Code of Conduct and Ethics apply to?

This Code of Conduct & Ethics Policy (**the Code**) applies to all directors, officers, employees, agency workers, seconded workers, contractors, consultants, volunteers, interns and service providers of PEXA and its subsidiaries (**Our People**) from time to time, wherever located.

The Code applies to all business activities with suppliers, contractors and other stakeholders.

This Code does not form part of any contract of employment or contract to provide services, and PEXA may amend it at any time. In the event of any conflict between this Code and the terms of an employment contract, the latter will prevail.

## 3. What is the Code?

PEXA is committed to complying with all applicable laws and regulations, and conducting our business with the highest standards of ethics and integrity.

This Code sets out the standards of behaviour that are required of all our People - what we do and the way we do it. It is not an exhaustive list of policies and procedures - you are required to understand and comply with additional policies and procedures not detailed in this Code.

The Code is based on PEXA's purpose and core values and is designed to help our People make the right choices.

The Code has been established by PEXA's Board of Directors (**Board**). The Board is responsible for monitoring compliance with this Code. Any queries in relation to the Code should be referred to the Chief People Officer or another appropriate member of the People Experience team. This Code will be periodically reviewed by the Board.

## 4. Why do we need the Code?

To describe the behaviours expected of Our People and how they relate to PEXA's purpose and values.

## 5. How to comply with the Code?

### 5.1. Our Purpose

PEXA's purpose is 'Connecting People to Place'. Our People and the way we behave is integral to achieving this.

### 5.2. Our Core Values

PEXA's commitment to our purpose and conducting our business and serving our customers with the highest standards of ethics and integrity is reflected in our core values.

PEXA's core values, as created by Our People, are:

➤ **Better Together:**

*We listen and respond to our members and each other's needs.*

*Progress and excellence comes from humility, compassion and respect for one another.*

*We recognise that together, we reach the best outcomes.*

➤ **Make it happen. Make it count:**

*We act with urgency and purpose, holding ourselves and each other accountable to our actions.*

➤ **Innovate for good:**

*We have a positive impact on Our People, communities and the environment. We adapt, and respond with agility and creativity.*

Our core values guide how all of us at PEXA interact with each other, our customers and their customers, and the communities in which we operate, as well as how we operate as an organisation. They are effectively the standards we hold ourselves and each other.

Our People are expected to perform the duties of their position diligently, conscientiously, to the best of their ability, in the interests of PEXA and in accordance with PEXA's core values, at all times.

### 5.3. Our Expectations of Our People

- **Compliance with the law and our policies and procedures**

PEXA's operations must be conducted in compliance with all laws and regulations applicable in the jurisdictions in which the operations and activities are being undertaken.

- **Whistleblower Protection**

PEXA has a Whistleblower Policy which sets out PEXA's approach to dealing with the disclosure of information which relates to suspected wrongdoing or dangers in relation to PEXA's activities under the whistleblowing framework as applicable in each jurisdiction in which PEXA operates. The Whistleblower Policy also provides information on the protections available to whistleblowers. PEXA encourages all Our People to report any incidences of behaviours which are unlawful or breach PEXA's policies and practices.

All Our People should familiarise themselves with PEXA's Whistleblower Policy, which is available on PEXA's website at <https://investors.pexa.com.au>.

- **Trading in Securities**

The *Corporations Act 2001 (Cth)*, and the laws of other countries in which PEXA operates, contain provisions which prohibit a person in possession of material, non-public information relating to a company from dealing in any way with shares, options or other securities issued by that company or issued or created over the company's securities by third parties.

PEXA's Securities Trading Policy sets guidelines designed to protect PEXA and our People from intentionally or unintentionally breaching these laws and is available on PEXA's website at <https://investors.pexa.com.au>.

- **Fraud, corruption and bribery**

Fraud is any dishonest activity that causes actual or potential financial loss to any person or entity. Corrupt behaviour refers to any conduct that lacks virtue or integrity, including usage or attempts to use one's position for personal advantage.

Bribery includes the offering, promising, giving, accepting or soliciting of any fee, gift, reward or other advantage as an inducement to do something in connection with PEXA's business that is illegal, unethical or a breach of trust. It includes the giving or receiving (either indirectly or directly) of anything of value that seeks to influence a person's actions or decisions, or to gain or retain a business advantage.

Failing to appropriately manage fraudulent and corrupt behaviour, including bribery, can affect PEXA's and our customers' assets and reputation. Our People have two key obligations:

- not to engage in bribery or any other corrupt or fraudulent behaviour; and
- to report any witnessed behaviour that is unlawful, improper, unethical or criminal in nature.

PEXA will uphold all laws relevant to countering bribery and corruption in all of the jurisdictions in which we operate. PEXA's Anti-Bribery and Corruption Policy is available on PEXA's website at <https://investors.pexa.com.au>.

- **Health and safety**

PEXA is committed to providing and maintaining, so far as reasonably practicable, a safe work environment without risks to the physical and mental health (including psychosocial risks) of all of our People, visitors on PEXA's premises and anyone else affected by PEXA's activities. PEXA aims to meet its health and safety legal obligations by complying with all relevant laws, codes of practice and industry standards.

- Our People must not carry out duties in an unsafe or inappropriate manner that causes risk to their own or another person's health and safety or reduces the ability of others to carry out their duties. Our People should refer to the Work Health and Safety Policy for further guidance on PEXA's commitment to health and safety and the obligations on everyone at PEXA. **Protect company and client assets**

Our People are responsible for taking all prudent steps to ensure the protection of PEXA's assets and resources and those of PEXA's customers.

In particular, Our People must:

- ensure that PEXA's assets and resources are used only for the purposes of performing PEXA's business, and in accordance with appropriate authorisations;
- ensure that where PEXA has control over its customers' assets and resources, these are used only in accordance with appropriate authorisations; and
- take care to minimise the possibility of theft or misappropriation of PEXA's and our customers' assets and resources by any person.

- **Privacy and confidentiality**

Our People must maintain the confidentiality of all PEXA documents and information, including personal information. Such documents and information must not be disclosed to any third party without the prior consent of the relevant People Leader, unless required by law or as otherwise permitted under any formal written agreement between the third party receiving the confidential information and a PEXA entity. If required by law to make disclosure, the relevant People Leader must be informed prior to disclosure, unless this would result in a breach of legal obligations in the applicable jurisdiction.

Confidential information must only be used in the normal course of business in accordance with our customers' expectations. It must not be used for personal or commercial gain. This includes, but is not limited to, obtaining 'insider information' about a company (a PEXA client or otherwise) and. This is considered to be "insider trading", which is prohibited by law and may result in criminal and civil penalties, including imprisonment. For more information in what constitutes insider information, please see PEXA's Securities Trading Policy available on PEXA's website at <https://investors.pexa.com.au>.

Our People must treat the information of current and former PEXA customers in the same way that PEXA's confidential information is treated. Our People must manage the personal information of others, including current and former PEXA customers and the related individuals for whom PEXA has responsibility, in accordance with the PEXA Privacy Policy, which is available at [www.pexa.com.au].

- **Intellectual property**

Intellectual property means all present and future rights conferred by law in or in relation to designs, circuit layouts, plant varieties, business and domain names, developments, improvements, ideas, inventions, discoveries, patents, patent applications, copyright, derivative works, trademarks, trademark applications, service marks, improvements, trade secrets, know-how, technical and confidential information, specification, product marketing and costing information, and other results of intellectual activity in the industrial, commercial, scientific, literary or artistic fields whether or not registrable, registered or patentable. Intellectual property may include written, audio-visual and website material created by or for PEXA. Unless a permitted exception applies, the intellectual property rights and copyright of any material produced in the course of employment or engagement, as a result of using the resources of PEXA or in any way relating to any business of PEXA belongs to PEXA.

PEXA's intellectual property is a source of competitive advantage and is critical to our ongoing success. It is the responsibility of all of our People to protect PEXA's intellectual property. Our People must seek permission from their People Leader before distributing, reproducing or publishing any PEXA intellectual property.

- **Actual, perceived or potential conflicts of interest**

It is important that Our People are alert to any actual, perceived or potential conflicts of interest. Our People:

- must not use their position, or opportunities arising from their position, nor take advantage of any property or information of PEXA or its customers, for personal gain (directly or indirectly) or to cause detriment to PEXA or its customers;
- must not enter into any arrangement or participate in any activity that would actually or potentially conflict with PEXA's best interests or that would be likely to negatively affect PEXA's reputation;



- must not engage directly or indirectly in any outside business activity involving commercial contracts with, or work for the benefit of, third parties with whom PEXA has entered into a commercial contract, without the prior written consent of their People Leader and People Experience;
  - must not use PEXA equipment and facilities for a business outside of PEXA Group;
  - are required to disclose (to their People Leader and People Experience) close personal relationships with other staff where there are direct reporting lines, or where there are real or potential conflicts between roles and responsibilities; and
  - must communicate openly with their People Leader, People Experience and Risk & Compliance if a potential or actual conflict of interest arises or if they have any doubts.
- **Exercise caution about accepting and offering gifts or hospitality**

In line with PEXA's Anti-Bribery and Corruption Policy, PEXA takes a zero tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings and relationships. We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. Accordingly, gifts and hospitality should only be accepted or offered by our People in circumstances that do not create a real or perceived obligation for PEXA or our People, and that do not inappropriately influence an existing or future business relationship with the provider of the gift or hospitality, the recipient of the gift or hospitality or the organisation they represent.

Our People are required to notify and/or seek approval from their People Leader before accepting or offering gifts or hospitality above specified thresholds. Further guidance is provided in PEXA's Anti-Bribery and Corruption Policy.

If there is any doubt about the appropriateness of accepting any gift or hospitality from a current or prospective future client or supplier, our People should politely decline the gift. Doing so will only enhance PEXA's reputation as an organisation of high ethical standing.

For any questions in relation to gifts and hospitality, please contact People Experience, Risk & Compliance or the relevant People Leader.

- **Political donations and activities**

PEXA expresses its views to governments on subjects that affect PEXA's interests and operations. In doing so, PEXA will always comply with any applicable laws and demonstrate high standards of ethics.

Our People may attend political party conferences and political functions in their capacity as a PEXA director, officer, employee, contractor, consultant or service provider (**Representatives**) only with the approval of the Group Managing Director & Chief Executive Officer (or Chairman for a Director or MD & CEO), and where there is legitimate commercial or reputation benefit to PEXA.

When attending such events, Representatives must ensure that they do not unduly favour one political party or affiliate group, and attendance at political events are undertaken, where appropriate, in a bipartisan manner.

Political contributions may be made for the purpose of attending a briefing, event, or to have a dialogue with political figures to advance debate of policy issues that may affect PEXA. This includes payment to attend events organised or hosted by a political party or an organisation associated with a political party. A payment of cash or in kind contributions are prohibited.

Any payment which might be considered a political contribution must be recorded in PEXA's accounts and, if required by law, disclosed to relevant bodies.

- **Our commitment to diversity and inclusion**

At PEXA we recognise and respect the importance of diversity and inclusion as an integral part of how we operate.

This means treating our People, customers and shareholders with respect and creating an inclusive and collaborative environment where difference is valued and each person can realise their potential and contribute to PEXA's success. PEXA does not tolerate unlawful discrimination, harassment or bullying and will act promptly on any complaints.

Our approach to diversity is set out in our Diversity and Inclusion Policy, which is available on PEXA's website at <https://investors.pexa.com.au>.

## 6. How will policy compliance be monitored?

- **Reporting/Monitoring**

Our People must immediately report any circumstances which may involve a breach of this Code to:

- the relevant People Leader;
- People Experience; or
- the Risk & Compliance.

PEXA will maintain appropriate levels of confidentiality (where possible) and ensure suitable protection for any of our People who make a report in relation to this Code. Any material breaches of this Code will be reported to the Board (or relevant Committee as appropriate). Our People should also refer to the Whistleblower Policy for additional guidance about raising concerns of a breach of the Code.

- **Non-compliance**

Any breach of applicable laws, rules, regulations, accepted ethical standards or other aspects of this Code may result in disciplinary action. In serious cases, this may include the termination of employment or engagement. Our People are encouraged to speak to their People Leader, People Experience, or Risk & Compliance to resolve any concerns they may have relating to their ability to adhere to this Code.

Similar disciplinary action may be taken against any People Leader who directly approves of such action, or has knowledge of the action, and does not take appropriate remedial action. Furthermore, if a People Leader treats any of our People less favourably as a result of that person or anyone else reporting any circumstances which may involve a breach, appropriate action will be taken.

Breach of applicable laws or regulations may also result in prosecution by the appropriate authorities. Individuals may be personally liable for any breaches of relevant and applicable laws and legislation. PEXA will not pay, directly or indirectly, any penalties imposed on any of our People as a result of a breach of law or regulation.

## 7. Related Documentation

- Diversity, Equity and Inclusion Policy
- Whistleblower Policy
- Anti-bribery and Corruption Policy
- Securities Trading Policy
- Privacy Policy
- Work Health and Safety Policy