

**MLG OZ LIMITED
ACN 102 642 366**

CODE OF CONDUCT

1. INTRODUCTION

MLG Oz Limited (the **Company**) is an organisation which strives to act with honesty and integrity in its business interactions and to be a respected in the industry and the communities in which it operates.

The Company places the utmost importance on maintaining our reputation as an organisation which operates legally and ethically.

The aim of this Code of Conduct is to:

- (a) provide guidance on the standard of behaviour expected of the Company employees;
- (b) ensure the highest ethical standards are maintained within the Company; and
- (c) ensure the reasonable expectations of the Company's stakeholders are met.

The Code of Conduct has been approved by the Board of the Company.

2. WHO DOES THE CODE OF CONDUCT APPLY TO?

The Company Code of Conduct applies to employees, Directors and other officers of the Company. The Company Code of Conduct also applies to all others who work for, act on behalf of, or represent the Company, including contractors and consultants. The term "employee" is used throughout the Code of Conduct to refer to all those who are expected to follow the Code of Conduct, irrespective of their employment status (that is, whether they are employed on a full time, part time, maximum term, casual or temporary basis).

3. OUR OBJECTIVE

The Company's aim is to deliver outstanding and sustained value to our shareholders, customers, employees and other key stakeholders by focusing on the following objectives:

- (a) act with honesty, integrity and fairness;
- (b) meet the needs of customers on a reliable, competitive and professional basis;
- (c) provide a safe and rewarding workplace for all employees where people make a real and worthwhile contribution to the achievement of our business objectives; and
- (d) reward good performance and provide opportunities for career advancement.

4. OUR VALUES

The Company's core values are:

- Integrity and trust

The way we work starts with being honest, fair and ethical;

We do what we say and honour our commitments;

We hold each other accountable for delivering results with integrity;

- Leadership, passion and courage

We are passionate about leading change. We deliver and perform with enthusiasm, energy and conviction;

We are willing to have a go and find a way through;
- Customer service

We employ the right people and deliver exceptional service;

We respond positively to others in all our interactions;
- Teamwork

We view our customers as partners and focus on building long-term relationships;

We take pride in our people, our work and our equipment;
- Continuous improvement

We deliver first class performance with value and always look to be better;

We seek out and execute operational practices that drive innovation, cost efficiency, technical and professional excellence;
- Safety and environment

This is our number one priority – it underlines every activity we undertake and can never be compromised;

We are striving to get it right the first time, safely, and on time, whilst respecting the environment; and
- Performance

We strive to optimise assets and people to ensure competitive efficiency;

We recognise individual and team performance and support personal growth;

We encourage autonomy in roles whilst providing mentoring from experienced management.

5. **PROFESSIONAL BEHAVIOUR**

Directors, senior executives and employees are expected to maintain the highest level of professional conduct in their interactions with each other and in representing the Company.

Directors, senior executives and employees must ensure they:

- (a) act in accordance with the Company's stated values and in the best interests of the Company;
- (b) comply with all laws and regulations that apply to the Company and its operations;
- (c) act ethically and responsibly;
- (d) treat fellow staff members with respect and not engage in bullying, harassment or discrimination;

- (e) deal with customers and suppliers fairly;
- (f) disclose and deal appropriately with any conflicts between their personal interests and their duties as a director, senior executive or employee;
- (g) not take advantage of their position or the opportunities arising therefrom for personal gain;
- (h) report breaches of this code to the appropriate person or body within the organisation;
- (i) remain alert to hazards to themselves and others, and not accept or ignore an unsafe task or condition;
- (j) maintain confidentiality of sensitive information;
- (k) do not bring the Company into disrepute;
- (l) devote their whole time, attention and ability to the business of the Company while at work;
- (m) do not enter into any arrangement or participate in any activity that would conflict with the Company's best interests or that would be likely to negatively affect the Company's reputation;
- (n) do not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
- (o) comply with all of the Company's policies, procedures and practices as varied from time to time;
- (p) act with honesty and integrity; and
- (q) treat everyone with respect and dignity.

6. **ANTI-BRIBERY AND CORRUPTION**

The Company is committed to acting professionally, fairly and with integrity in all our business dealings and relationships. Accordingly, the Company applies a zero-tolerance approach to bribery and corruption.

Bribery means the giving, offering, promising, requesting, agreeing to receive or, receipt or acceptance of any advantage, which need not be financial, including any payment, gift, loan, fee, or reward, to or from any person in order to influence them corruptly or improperly in the exercise of their duty.

Corruption means the misuse or abuse of public or private office or power for personal gain.

6.1 **Responsibility**

Employees may never make or accept, or agree to make or accept, such payments or engage in conduct that is, or may reasonably be considered, as being corrupt. Any concerns about any issue or suspicion of fraud, bribery or corruption should be raised at the earliest possible stage with the Company Secretary. These concerns will be heard and retained in confidence in accordance with this policy and the Company's Whistleblower Policy.

6.2 **Prohibition on secret commissions**

The Company prohibits the paying or receiving of secret commissions or payments to any person or entity.

Secret commissions or payments occur where a commission from a third party is taken or solicited without disclosing that commission to their principal. The secret commission is given as an inducement to that person to use their position to influence the conduct of their principal's business.

This would include, for instance, making a payment to an employee or agent of a customer or supplier of the Company, where that employee or agent does not disclose the payment to the customer or supplier, in return for obtaining a commercial advantage to the Company from that customer or supplier.

6.3 **Prohibition on improper gifts and hospitality**

This policy does not prohibit normal and appropriate hospitality given and received to or from third parties (other than to public officials).

The giving or receipt of gifts is not prohibited, if the following requirements are met:

- (a) it complies with the law;
- (b) it is given openly, not secretly;
- (c) it does not include cash or a cash equivalent (such as gift certificates or vouchers); and
- (d) taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time; for example, it is customary for small gifts to be given at Christmas time.

The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

In order to ensure proper implementation of this policy, any gift valued over \$500 given or received should be disclosed to the Chief Financial Officer (or his or her delegate).

6.4 **Training**

Training on anti-bribery and corruption will be available for all employees.

6.5 **Penalties**

Bribery and corruption are very serious offences. Breach of this policy by employees:

- (a) could expose an employee to severe criminal (a fine or imprisonment or both) and civil penalties (a fine); and
- (b) will be regarded by the Company as serious misconduct which will lead to disciplinary action, including termination of employment.

7. **COMPLIANCE WITH THE LAW**

Employees of the Company must respect and attempt to observe all laws and regulations that apply to the Company and its operations. This requirement means employees should understand the laws and regulations relevant to them, as an ordinary person, in relation to their specific job and the country in which they are working.

Employees of the Company are expected to comply not only with their legal obligations but also to act ethically and responsibly in their interactions with each other and in representing the Company.

The Company reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or a breach of the law.

8. CONFLICTS OF INTEREST

The Company supports the involvement of its employees in community activities and professional organisations. However, outside employment or activity must not conflict with an employee's ability to properly perform their work for the Company, nor create a conflict (or the appearance of a conflict) of interest. A conflict of interest arises when there are competing interests which cannot be met at the same time.

Employees owe their first business loyalty to the Company. Any employee who wishes to take up any form of employment outside of their employment with the Company which relates to an organisation that has, or is seeking, a business relationship with the Company or competes with services provided by the Company must seek the approval of the Chief Executive Officer and Managing Director (**CEO**).

Employees will not be permitted to take up any position as an employee, Director, partner, agent, contractor or consultant which compromises, or is in conflict with, the performance of, and responsibilities of, their employment with the Company.

Professional members should be careful to avoid acting in conflict with the Company when representing their profession.

9. CORPORATE OPPORTUNITIES

Employees must not take advantage of property, information, or other opportunities arising from their position with the Company.

10. THE COMPANY'S RESOURCES AND ASSETS

Employees must use the Company's resources (including computer facilities, information systems and electronic resources such as Internet and email) and premises appropriately, responsibly and in the best interests of the Company.

Employees must take all necessary steps to ensure that:

- (a) the Company's resources and assets, including funds, equipment and information, are protected; and
- (b) the Company's resources and assets, including funds, equipment and information, are used only for the purpose for which they were intended to be used and are used in accordance the Company policies and procedures.

11. USE OF ELECTRONIC RESOURCES

All employees must use the Company's computer facilities, information systems and other electronic resources appropriately, responsibly and in the best interests of the Company.

Unauthorised access to confidential information is prohibited.

12. HEALTH AND SAFETY

The Company's top priority is maintaining a healthy and safe working environment for all of its employees.

All appropriate laws and internal regulations (including occupational health and safety laws) should be fully complied with. All employees have obligations to assist in ensuring that this situation is maintained at all times.

13. **ALCOHOL, DRUG AND TOBACCO USE**

Employees must not be impaired by alcohol or legal or illegal drugs while at work or when performing their duties and they must respect all restrictions applying to cigarette smoking.

14. **EQUAL EMPLOYMENT OPPORTUNITY**

The Company will strive to create an environment in which employees are able to realise their full potential.

The Company is an equal opportunity employer. Equal employment opportunity refers to employment practices that are designed to enable existing and potential employees to compete on their merits for employment, promotions and opportunities for progression, without reference to irrelevant personal characteristics.

15. **ANTI-DISCRIMINATION, BULLYING AND HARASSMENT**

The Company's commitment to diversity and equal employment opportunity means that it is committed to providing a workplace free of all forms of unlawful discrimination and harassment.

The Company will not tolerate any form of discrimination, harassment, bullying or victimisation or other behaviour where the purpose or effect, even if unintended, is to create an offensive, hostile or intimidating work environment or which disrupts another person's ability to work.

The Company considers discrimination, harassment and bullying to be serious workplace issues. The Company seeks to promote a working environment free of these behaviours.

16. **CONFIDENTIAL INFORMATION**

Confidential information is a valuable business asset and includes all information concerning any past, present or future business, operations or affairs of the Company that has not been disclosed to the public.

Employees must not use, disclose or copy confidential information unless appropriately authorised or required by law. Employees must also use their best endeavours to ensure that third parties do not use, disclose or copy confidential information, except to the extent necessary for the employee to perform their duties.

An employee's obligation to maintain the confidentiality of the Company's confidential information continues after their employment ends.

17. **INTELLECTUAL PROPERTY**

Employees who participate in the development of processes or products that will be used by the Company, or who have access to the results of that type of work, must treat the intellectual property associated with those processes or products as the property of the Company both during and after their period of employment or involvement with the Company.

18. **PRIVACY**

The Company is committed to recognising and respecting the privacy of our customers and employees. We are also aware of our obligations under applicable privacy legislation governing the handling of personal information.

We will only use personal information for the purposes for which it has been disclosed to us. The Company will only collect personal information from our employees ethically and lawfully and in a manner which is not unreasonably intrusive. However, we may use or disclose an employee's personal information where this is necessary to prevent a serious threat to health or safety, or is required by law, or to enforce the law.

19. **BREACHES OF THIS CODE OF CONDUCT**

The Company recognises that breaches of the Code of Conduct may occur from time to time. However, it should be clearly understood that the Company takes its commitment to the Code of Conduct seriously and any breach may result in disciplinary action or other penalties including dismissal or termination of the contract or engagement. In determining an appropriate sanction, the Company will act objectively and in accordance with any applicable provisions or requirements in an employment contract.

Employees in supervisory and managerial roles must not approve or allow conduct which is in breach of this Code of Conduct. In these circumstances, disciplinary action may also be taken against the supervisor or manager.

If any employee, irrespective of the position they hold, becomes aware of conduct which breaches or is suspected to have breached this Code of Conduct, they must immediately report the conduct to the Company. Disciplinary action may be taken against an employee who fails to report an actual or suspected breach of this Code of Conduct.

20. **REVIEW**

This policy will undergo review from time to time to ensure it remains fit for purpose and reflects any changes in the law.

Code adopted by Board on: 23 March 2021