



Code of Conduct

Code of Conduct

IVE Group Limited

ACN 606 252 644

Adopted by the Board on 25 June 2019



Code of Conduct

Part A – Scope and application

1 Purpose of the Code

The Company is committed to the highest level of integrity and ethical standards in all business practices. Employees must conduct themselves in a manner consistent with current community and Company standards and in compliance with all relevant legislation.

The Code of Conduct outlines how the Company expects its representatives to behave and conduct business in the workplace on a range of issues. It includes directions to employees, legal compliance and guidelines on appropriate ethical standards.

The objective of the Code of Conduct is to:

- provide a benchmark for professional behaviour throughout the Company;
- support the Company's business reputation and corporate image within the community; and
- make directors and employees aware of the consequences if they breach the Code.

We regularly monitor and test our policies under this Code of Conduct to ensure our commitments remain relevant, effective and consistent with our stakeholders' expectations.

While the Code of Conduct is designed to ensure the Company delivers on its commitment to corporate responsibility and sustainable business practice, the Code itself does not create any contractual rights in any employee, client, customer, supplier, competitor, security holder or any other person or entity. It does not seek to derogate from, or take away, any legislative obligations and rights.

IVE's diverse workforce is at the heart of our evolving organisation and at the centre of IVE's business growth.

2 Who the Code applies to

All employees must comply with the Code of Conduct. A reference to 'employees' includes temporary employees, contractors and company directors.

The Code of Conduct applies to all business activities with suppliers, contractors, customers, shareholders and employees in Australia and overseas.

Responsibility lies with every person covered by the Code of Conduct to conduct themselves in accordance with the Code of Conduct.

Some employees may also have additional responsibilities relating to the Code of Conduct (see below).

Position	Responsibility
Employee/Contractor (and Managers in their capacity as an employee)	<p>It is the employee's/contractor's responsibility to:</p> <ul style="list-style-type: none"> • comply with the Code of Conduct; • act at all times in the best interests of the Company, with strict integrity and according to legal and approved Company business practices; • raise any concerns or issues honestly and truthfully; • Except as permitted by law or the Company, or to obtain legal advice or assistance, preserve the confidentiality of any report of concerns or issues under this Code (which may include the identity of any reporter); • co-operate, to the extent it is reasonably practicable, with the Company in any assessment, investigation and resolution of any concerns or issues under this Code; and • not victimise or cause any detriment to any person who raises any concern or issue under this Code.
Manager	<p>It is a Manager's responsibility to:</p> <ul style="list-style-type: none"> • communicate the Code of Conduct to employees and contractors; • take a leadership role in observing and promoting the behaviour and standards in the Code of Conduct and related policies; • take immediate action where an employee reports a potential breach of the Code of Conduct, or where the Manager observes a potential breach: • where required by law, preserve the confidentiality of any report of concerns or issues under this Code, including as to the identity of any reporter, and otherwise maintain appropriate confidentiality; and • not victimise or cause any detriment to any person who raises any concern or issue under this Code.
People & Development Department	<p>It is the responsibility of the People & Development team to:</p> <ul style="list-style-type: none"> • conduct preliminary assessment, investigations and or managerial review in relation to potential breaches of the Code; • review and recommend updates of the Code of Conduct and related policies as required; and • conduct regular training on the Code of Conduct for employees and Managers.
Compliance Committee	<p>It is the responsibility of the Audit, Risk and Compliance Committee to:</p> <ul style="list-style-type: none"> • review and discuss with management the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs; • review the Company's policies and culture with respect to the establishment and observance of appropriate ethical standards (including the Code of Conduct); and • review the procedures the Company has in place to ensure compliance with laws and regulations (particularly those which have a major potential impact on the Company).

3 How the Code interacts with other Company policies

The Code of Conduct should be read in conjunction with the following Company policies:

- whistleblower policy
- continuous disclosure policy;
- policy for dealing in securities; and
- diversity policy.

Copies of these policies are available on the Company's website or from People & Development.

The Company continually assesses and upgrades its policies and procedures to ensure compliance with corporate governance requirements. You will be notified of any material changes to the policies and procedures.

4 What to do if you suspect the Code has been breached

Background

The Company is committed to providing an environment where you and others are encouraged to raise issues of legitimate concern, including any unacceptable behaviours and business practices, without fear of victimisation, detriment or other retribution. The Company provides avenues for reporting of matters of concern to it.

Other avenues to report a concern or issue

You, or any other eligible discloser, may report particular matters (called disclosable matters) to specified persons and be entitled to statutory protection under the *Corporations Act 2001* (Cth). These disclosable matters may encapsulate matters in breach, or potential breach, of this Code, or other serious misconduct. These matters can be reported, and dealt with, under the Company's Whistleblower Policy. Please refer to that policy.

Disclosable matters apply to information that concerns misconduct or an improper state of affairs or circumstances, in relation to the Company or a related body corporate. A disclosable matter includes information relating to the company, or an officer or employee, that indicates conduct:

- that constitutes an offence against, or in contravention of, the *Corporations Act 2001* (Cth) and other prescribed legislation;
- that constitutes an offence against any law of the Commonwealth that is punishable by imprisonment of 12 months or more; and
- represents a danger to the public or financial system.

Disclosable matters do not generally include personal-work related grievances.

Personal-work related grievances relates to information that concerns a grievance about any matter relating to your employment which has, or tends to have, implication for you personally (and otherwise does not have significant implications for the company, or a related entity, does not concern conduct that is an offence against, or in contravention, of prescribed legislation, or does not involve victimisation for making a protected disclosure). Typical examples of personal work-related grievance include an interpersonal conflict between staff members, disagreement or grievance about an employment related decision, performance management and discipline and or complaints about personal bullying harassment and discrimination.

(a) Reporting matters under this Code

You, or any former officer, director, employee, volunteer, contractor, supplier or a relative or dependent, are encouraged to report to your Manager any behaviour or situation which is believed to breach or potentially breach the Code of Conduct. Employees must raise any concerns or issues honestly and truthfully.

Alternatively, your concern can be reported to a member of the People & Development team (hr@ivegroup.com.au).

If you wish to report a breach or potential breach anonymously, you may provide a detailed report to IVE Group, Building D, 350 Parramatta Road Homebush NSW 2140, addressed to 'General Manager, People & Development'.

Managers to whom potential breaches are reported should immediately discuss the issue with someone in the People & Development team.

The People & Development team will assess whether the matter is best dealt with under another policy.

The People & Development team will assess the appropriate action to be taken in response to the report, which may include an assessment, investigation or other managerial action.

All employees must, except as permitted by law or the Company, or to obtain legal advice or assistance, preserve the confidentiality of any report of concerns or issues under this Code.

All employees are expected to co-operate, to the extent it is reasonably practicable, with the Company in any assessment, investigation and resolution of any concerns or issues under this Code.

All employees must not victimise or cause any detriment to any person because that person raised any concern or issue under this Code. Such action may result in disciplinary action, including termination of employment.

The making of a report will not, in and of itself, prevent or delay any genuine and legitimate disciplinary action or process, performance management process or organisational changes, being implemented and made. People & Development will however assess whether the matters raised in the report does have a bearing on the maintenance of these processes.

(b) Material breaches

The General Manager, People & Development, or the Company Secretary (if the disclosure concerns the General Manager, People & Development) are responsible for ensuring that any material breaches of the Code of Conduct are reported to the Audit, Risk and Compliance Committee in a timely manner.

5 Consequences of breaching the Code

It should be clearly understood that any breach may result in disciplinary action or other penalties including, in appropriate circumstances, dismissal or termination of the contract or engagement.

Depending on the nature of the breach, penalties may be imposed ranging from counselling to dismissal or termination of the contract or engagement (in extreme circumstances). The Company will act objectively and in accordance with any applicable provisions or requirements in an employment contract.

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

6 Who to speak to if you have questions

The Code of Conduct does not include:

- every ethical issue that an employee might face; nor
- every law and policy that applies to the Company.

In representing the Company you are expected to act in a manner consistent with the key values underpinning the Code, namely:

- our actions must be governed by the highest standards of integrity and fairness;
- our decisions must be made in accordance with the spirit and letter of the applicable law; and
- our business must be conducted honestly and ethically, with our best skills and judgment, and for the benefit of customers, employees, shareholders and the Company alike.

If you have any questions regarding the Code of Conduct or any of the Company's policies at any time, you should contact someone in the People & Development team.

Similarly, if you believe that the application of the Code of Conduct in a particular circumstance would be inappropriate or detrimental to the Company, you must contact someone in the People & Development team to ask for clarification or request that an exception be made.

Part B – Your obligations

1 Compliance with laws and regulations

You should be aware of, and comply with, your duties and obligations under all laws and regulations relating to your work.

We encourage you to:

- actively understand the laws which affect or relate to the Company's operations;
- undertake any training requested by the Company to maintain your knowledge of the laws and regulations, as well as to increase your awareness of relevant legal and industry developments; and
- interpret the law in a way which reinforces the Company's reputation for integrity.

If you have a question as to whether particular laws apply or how they may be interpreted, please contact someone in the People & Development team.

2 Fair trading and dealing

The Company aims to maintain the highest standard of ethical behaviour in conducting business and to behave with integrity in all dealings with customers, shareholders, government, employees, suppliers and the community.

When dealing with others, you must:

- perform your duties in a professional manner;
- act with the utmost integrity and objectivity; and
- strive at all times to enhance the Company's reputation and performance.

You are encouraged to familiarise yourself with the legal requirements applying to fair trading and dealing, and to undertake training or attend seminars to develop and maintain your knowledge so that you can act in accordance with those requirements.

If you have a question or wish to report a breach of fair dealing requirements, please contact someone in the People & Development team.

3 Conflicts of interest

You are responsible for notifying the Company of any conflicts of interest (actual or potential). If you are concerned that you may have a conflict of interest you should disclose that interest and discuss the matter with someone in the People & Development team.

(a) What is a conflict of interest?

A conflict of interest exists where loyalties are divided.

You may have a conflict of interest if, in the course of your employment or engagement with the Company:

- any of your decisions lead to an improper gain or benefit to you or your associate; or
- your personal interests, the interests of an associate, or relative, or obligation to some other person or entity, conflict with your obligation to the Company.

The following are some common examples that illustrate actual or apparent conflicts of interest that you must avoid. The examples are intended to be a guide only.

(b) Improper personal benefits

Conflicts of interest can arise when you or a member of your family, or other associate, receive personal benefits as a result of your position. You and your relatives should not give benefits or gifts to, or receive benefits or gifts from, the Company's customers or suppliers or others with whom the Company interacts, without the Company's prior approval or consent.

We encourage you not to accept a gift (of any kind or value) in circumstances where your business judgment might appear to have been compromised, or where you or the Company would be embarrassed if the gift was made public.

As a matter of prudence, all benefits and gifts proposed to be given, or received (or proposed to be received), should be promptly disclosed to your manager.

If you are in doubt as to the appropriateness of a gift, please check with someone in the People & Development team.

Generally speaking, gifts with a value of less than \$50, like a bottle of wine or some flowers, are generally appropriate when given or received for a genuine or special occasion. You need to be aware however that some customers or suppliers, may simply prohibit any gifts or benefits under all circumstances.

(c) Financial interests in other businesses

You should avoid having a significant ownership interest or personal financial interest in any other enterprise if that interest compromises or appears to compromise your loyalty to the Company.

You must disclose all personal financial interests that you or members of your family have in organisations which have established, or are attempting to establish, a business relationship with the Company or which compete with the Company.

Personal financial interests include, among other things, interests resulting from the following relationships:

- officer, director, employee or independent contractor;
- ownership of shares or other equity interest;
- debtor or creditor (other than in respect of personal financing arrangements with a recognised financial institution, such as mortgages); or
- lessee or lessor.

Ownership of less than one percent of the common or ordinary shares in an entity is not normally considered a conflict.

If you have any doubt about personal financial interests, consult with someone in the People & Development team.

(d) Corporate opportunities

You must not take advantage of property, information, or other opportunities arising from your position in the Company.

For example, if you learn of a business or investment opportunity through the use of corporate property or information or your position within the Company, you should only participate in the business or make the investment with approval from the Company's General Counsel. As a general principle, you should only participate in a joint venture, partnership or other business arrangement with the Company with approval from the Company's General Counsel or your general manager.

(e) Conflict of interest arising from a personal relationship

Employees who have the responsibility for or authority to affect the careers or employment of other employees should perform their functions free from any actual or perceived conflict of interest arising from a personal relationship with the other employee. There should be no favoritism and all decisions made on merit.

For example, a conflict of interest will arise from a personal relationship if you have a family, business or personal relationship (including a personal financial interest, sharing living quarters or an intimate romantic relationship) with any other employee within the Company and that relationship causes, or might reasonably be anticipated to cause, an inability on your part or their part to perform responsibilities objectively and impartially.

You must promptly disclose any circumstances that may give rise to an actual or perceived conflict of interest arising from a personal relationship to either your general manager or the Company's General Counsel. In most cases, this will involve the disclosure of a personal relationship upfront, or immediately when it commences – and not later when you may be required to make a particular decision. Such disclosures will be treated confidentially.

Prompt and early disclosure allows the Company to manage the situation. You, and the other affected employee, are expected to fully co-operate with the Company in any enquiries and measures taken to address and mitigate any risks arising from the personal relationship.

(f) Outside memberships, directorships, employment and public office

The Company supports 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.

Before accepting outside employment or a position on the board of directors of another company or non-profit organisation, you must carefully evaluate whether the position could cause, or appear to cause, a conflict of interest. If there is any question, consult either your general manager or the Company's General Counsel.

You must obtain prior written consent from your general manager or the Company's General Counsel where the proposed employment or position relates to an outside organisation that has or seeks to have a business relationship with the Company or competes with services provided by the Company.

You may accept public office or serve on a public body in your individual private capacity, but not as a representative of the Company. If such public office would require time away from work, you must comply with Company policies regarding leave of absence and absenteeism.

(g) Use of company name

It is the Company's policy to make available to all employees any company discounts with suppliers or other businesses that may be passed on to employees. However,

you may not use the Company's name or purchasing power to obtain personal discounts or rebates unless the discounts or rebates are made available to all employees.

4 Improper use or theft of Company property, assets and email

You are responsible for protecting any Company property and assets that are under your control and you should safeguard them from loss, theft and unauthorised use.

Company property and assets includes cash, securities, business plans, third party information, intellectual property (including computer programs, software, models and other items), confidential information, office equipment and supplies.

You must not:

- use Company assets for any unlawful purpose or unauthorised personal benefit;
- remove Company property and documents from official premises without a good and proper reason. If required to be removed, they should be stored in a secure manner and covered by appropriate insurances; and
- make improper disclosure, including inadvertent or careless disclosure, of competitive business strategies and plans, special methods of operation and other information that is of competitive value to the Company. If you are unsure whether information is of a confidential nature, seek advice from your general manager before disclosure.

As set out in the Company's Employee Handbook, you are encouraged to use common sense and observe standards of good taste regarding content and language when creating documents that may be retained by the Company or a third party. The Company's electronic communications systems should not be used to access or post material that violates Company policies or any laws or regulations. Personal nonbusiness use of the Company's electronic communications systems must also be consistent with the Employee Handbook.

5 Privacy

The Company respects your privacy and the privacy of others.

You should familiarise yourself with, and comply with:

- the privacy laws of Australia and, where applicable, the jurisdiction of your business unit; and
- the Company's privacy policies which detail the appropriate use of personal information.

If you have any questions in relation to privacy, please contact someone in the People & Development team.

6 Public communications and disclosures

You are responsible for the integrity of the information, reports and records under your control and you are expected to exercise the highest standard of care in preparing materials for public communications.

Those documents and materials should:

- comply with any applicable legal requirements;
- fairly and accurately reflect the transactions or occurrences to which they relate;
- not contain any false or intentionally misleading information, nor intentionally misclassify information; and
- be in reasonable detail and recorded in the proper account and in the proper accounting period.

Media statements and official announcements may only be made by persons authorised under the Continuous Disclosure Policy. If you receive a request for information and you are not authorised to respond to the enquiry, refer the request to the appropriate person. Unless you have been given prior written consent by the Executive Chairman, Company employees and associated parties must not participate in public forum discussions (including internet-based forums) where the subject matter is related to the Company, its competitors or the industry in which the Company operates.

The Company has adopted the Continuous Disclosure Policy as a means of ensuring compliance with its disclosure and communication obligations under the Corporations Act 2001 (Cth) and the ASX Listing Rules. The aim of the Continuous Disclosure Policy is to keep the market fully informed of information that may have a material effect on the price or value of the Company's securities, and to correct any material mistake or misinformation in the market.

Ensure that you are aware of the requirements of the Continuous Disclosure Policy and, if it applies to you, you must act in accordance with the policy.

7 Employment practices

(a) Equal opportunity and anti-discrimination

The Company is committed to:

- equal employment opportunity;
- compliance with the letter and spirit of a full range of fair employment practices and anti-discrimination laws; and
- a workplace free from any kind of discrimination, harassment or intimidation of employees.

Copies of the Company's diversity and inclusion policy can be found on the Company's intranet. All employees are expected to be familiar with these policies.

The Company will promptly investigate all allegations of harassment, bullying, victimisation or discrimination and will take appropriate corrective action. Retaliation against individuals for raising claims of harassment or discrimination will not be tolerated.

(b) Occupational health and safety

The Company is committed to maintaining a healthy and safe working

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

Misusing controlled substances or alcohol or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs on the job will not be tolerated.

You should familiarise yourself with the Company's workplace health and safety policies and all relevant procedures to ensure the workplace is safe and without risk to the health of others and yourself. You should follow any lawful and reasonable instructions consistent with that policy and those procedures.

(c) Company reputation

Employees must not act in any way that could cause harm to the Company's reputation or market position during or after their employment. Employees have a duty to act in a manner that merits the continued trust and confidence of the public.

(d) Securities trading

The Company is committed to upholding fair and ethical securities trading practices complying with all laws and avoid any conflicts of interest.

Employees must not:

- use any price-sensitive information (which is not generally available to others) in deciding whether or not to buy or sell the Company's securities;
- deal with the Company's securities when in possession of price-sensitive information about the Company which has not been publicly disclosed; and
- act contrary to the Company's Securities Dealing Policy (which provides guidance on when employees are likely to possess price-sensitive information).

You should familiarise yourself with the Company's Securities Dealing Policy and ensure you act in accordance with it in conducting any dealing in the Company's securities.

(e) Bribes, inducements and commissions

You must not under any circumstances pay or receive any bribes, facilitation payments, inducements or commissions (this includes any item intended to improperly obtain favourable treatment or avoid unfavourable circumstances).

You are placed on notice that these matters may be a criminal offense and in contravention of other regulatory requirements, requiring reporting by the Company to regulatory authorities.

You must not give or receive any unreasonable gifts (see section 3 of this Part B – 'Conflicts of interest') or otherwise act in an unethical way. Remember that agreeing not to act may have the same ramifications as acting in an unethical way.

8 Community

(a) Contribution to the community

The Company is a responsible corporate citizen and actively supports the communities in which we live and work. Each employee is expected to uphold the Company's commitment to pursue good corporate citizenship while engaging in its corporate activity.

You must abide by all local laws and regulations, and are expected to respect and care for the environments in which the Company operates.

The Company supports and encourages you to actively contribute to the needs of the community. If you wish to make such a contribution (such as donations or sponsorship) on behalf of the Company, refer to the delegation of authority for approval.

(b) Environment

The Company is committed to doing business in an environmentally responsible manner and identifying environmental risks that may arise out of its operations. If you are aware of, or suspect, an action that is not environmentally responsible or in breach of the applicable laws and regulations, report the matter in accordance with section 4 of Part A – 'What to do if you suspect the Code has been breached'.

(c) Politics

You may voluntarily participate in the political process as an individual. We ask that you do not engage in actions that could cause someone to believe that your actions reflect the views or position of the Company, if that is not the case.

It is against Company policy to use corporate funds for political purposes. This policy does not prohibit:

- communications by the Company to its shareholders on any lawful subject;
- payments of salaries and expenses of employees whose duties may include communication with government officials; or
- political activity by any employee in his or her individual, private capacity. However, to eliminate any appearance of coercion in such political activities, it is against Company policy for any supervisor to solicit funds from a subordinate for political purposes.

More information

If you require additional information in relation to this Policy, please contact your Manager or HR@ivegroup.com.au