

PROGRAMMED CODE OF CONDUCT

Message from the Managing Director

This Code of Conduct (the Code) is an important document which governs the behaviour of all Programmed director's, employees and independent contractors (herein after referred to as "employees").

The Code provides a framework of principles to be followed by all employees of PERSOL Australia Holdings Pty Ltd, Programmed Maintenance Services Limited and its wholly owned subsidiary companies (herein referred to as Programmed). Its aim is to ensure that in all work-related matters we display high standards of behaviour and comply with the group's legal and other obligations.

It is designed to safeguard the interests of all our stakeholders, including employees, shareholder(s), customers and the communities in which we operate.

The Code, which supplements Programmed's Policies and Procedures, specifies that all employees will:

- a) commit to the goal of zero harm;
- b) act with honesty, integrity and professionalism in performing their duties and in using Programmed information, funds, equipment and facilities;
- c) exercise care, empathy, fairness and consideration while carrying out their duties; and
- d) avoid real, apparent or perceived conflicts of interest.

The Code must be followed by all employees of Programmed, whether they are employed in a full-time, part-time, temporary or permanent capacity, and no matter how they are deployed; be it within our own controlled site, a customer controlled site, a joint venture or an alliance.

Please read it carefully, and if you have any questions please raise them with your manager, our chief financial officer or myself.

Chris Sutherland
Managing Director
January 2019

OUR PURPOSE

Our purpose is to build outstanding people, strong customers and great communities.

This purpose reflects our role in finding people work (sometimes their first job) and developing their potential over time and the great benefit employment gives to individuals, families and communities. It reflects on our role in providing the people that drive many important parts of the economy and essential services that our customers and the community rely on. It also reflects on our role in equipping our employees to be better people at work, at home and in the communities they live.

OUR VISION

Our vision is to be the leading provider of staffing, maintenance and facility management services, without injury.

This vision reflects our focus on serving our customers operational and maintenance needs through the provision of staff and the delivery of specific maintenance, minor capital works and operational support services. It also extends to taking on a more holistic role providing a combination of operational, maintenance and management support services for a facility, be it a school, hospital, water treatment plant, mine, offshore oil and gas platform or a vessel.

We make the statement “without injury” as it emphasises the commitment we have to ensuring all our workers come home every night uninjured.

To be the “LEADING” provider means to be leading in the key measures that cover our safety, people, customer and financial performance.

OUR VALUES

At Programmed, we have four core values that we seek all our employees to observe, act and deliver on, which are:

Personal Safety Leadership

We will display personal safety leadership each and every day.

We believe all injuries are preventable.

We will act to ensure the health, safety and environmental well-being of our customers, the public and ourselves.

Care and Empathy

We will show care and empathy for the people around us; employees, customers and the communities we work in.

We respect everyone’s contribution by working together to achieve common goals and project outcomes.

We believe that everyone comes to work each day wanting to do a great job.

We are prepared to ask “R U OK”, if someone is performing differently today.

Customer Service

We seek to deliver what we like to call, “good old fashioned” customer service.

We imagine how we would like to be served, if we were the customer.

We do what we say we are going to do.

Diversity, Inclusion and Equality

We seek a workforce that is representative of the communities we work in.

We strive for a team that reflects the diversity of society by culture, gender, age, sexual orientation and abilities.

We recognise the value of attracting, engaging and retaining employees with different backgrounds, experience and perspectives.

We aim to create a safe and inclusive environment, where people are treated equally and are free of all forms of discrimination.

OUR KEY WORK PRINCIPLES

We ask that all employees work guided by the following principles.

Teamwork

We respect everyone’s contribution by working together to achieve common goals and project outcomes. Our sense of team extends to building long-term customer and community relationships for the benefit of all.

Accountability

We encourage individuals and teams to take responsibility and ownership of the process and the outcome, through decisive leadership and initiative.

Honesty and Integrity

Our business relationships are based on fair, open and ethical principles. We take pride in the way we work with our customers and communities, in the integrity of our services, and in doing what we say we are going to do.

Recognition and Enjoyment

We recognise and reward outstanding achievement and provide opportunities for our employees to develop and succeed. We create an environment for every team member to have a positive, enjoyable and rewarding work experience.

ETHICAL CONDUCT

Programmed's employees will act with fairness, honesty, respect, integrity and good faith in their dealings with the group's employees, shareholder(s), customers and the wider community.

Employees

We will respect the rights of our employees, encourage their input and suggestions, and ensure they are treated in a fair and honest manner, free from harassment, hostility and offensive behaviour.

We expect our employees to:

- a) perform their duties with skill, honesty, care and diligence, using authority in a fair and equitable manner;
- b) abide by policies and procedures, instructions and lawful directions that relate to their employment and duties;
- c) ensure they take all reasonable care to secure their own safety and health while at work and to avoid jeopardising the safety and health of others;
- d) provide accurate information, give prompt attention and not discriminate on any unlawful grounds when dealing with people in the course of their duties;
- e) treat all people they deal with in the course of their employment with sensitivity and courtesy;
- f) behave in a manner that maintains or enhances Programmed's reputation; and
- g) comply at all times with the laws and regulations that govern our business and activities.

Shareholder(s)

Programmed is committed to reporting the company's progress truthfully and accurately. We will comply with the spirit as well as the letter of all laws and regulations that govern shareholders' rights, including the company's disclosure and financial reporting.

All employees engaged in Programmed's financial reporting are required to exercise diligence and good faith to maintain accurate and reliable financial records and reports.

Customers

Every employee has an obligation to use his or her best efforts to deal with Programmed's customers in a fair and responsible manner and to deliver outstanding service. We are committed to providing value to our customers and expect to be remunerated fairly for the services we provide.

EMPLOYMENT PRACTICES

Programmed has, and will maintain employment procedures and policies that accord with best practice, including those that relate to equal opportunity, selection on merit, anti-discrimination and conflict of interest.

All employees must be aware of Programmed's Equal Opportunity and Diversity Policy and the responsibility this places on them to respect the rights of individuals. Every employee is responsible for upholding this policy and eliminating any practices or behaviour which are discriminatory or could lead to discrimination, workplace bullying or harassment.

HEALTH, SAFETY AND ENVIRONMENT

Programmed is committed to the goal of a zero harm workplace. Accordingly, we are committed to continuously improving our workplace health, safety and environmental performance.

Safety is an integral part of our everyday activities. This requires both our organisation and our employees to behave safely at all times.

All employees are responsible for acting in accordance with Programmed's Four Safety Beliefs, occupational health, safety and environmental legislation, regulations and applicable policies, and for following all procedures correctly.

Programmed's Four Safety Beliefs are;

1. All injuries are preventable
2. I will get the level of safety I demonstrate I want
3. Employee involvement and action is essential
4. Working safely is a condition of employment

ASSETS

We have established various financial and accounting controls to ensure that assets are protected and used properly. Employees share responsibility for maintaining and complying with these controls and are required to maintain accurate and reliable financial records and reports.

CONFLICT OF INTEREST

Potential for conflict of interest arises when an employee could be influenced, or could be perceived to be influenced, by a personal interest when carrying out his or her duties. A conflict of interest that leads to biased decision-making may constitute illegal or unethical conduct.

Situations that may give rise to a conflict of interest include where an employee has:

- a) a financial interest in a transaction or a matter with which Programmed is involved;
- b) friends or relatives who have a financial interest in a transaction or a matter with which Programmed is involved;
- c) directorship/management/ownership or part ownership/shareholding greater than 5% of an external enterprise that Programmed engages or contracts with;
- d) engaging a contractor or supplier to Programmed on non-commercial terms for a personal job or under circumstances where you are a decision maker or influencer in the award of work by Programmed to this supplier or contractor;
- e) personal relationships with people Programmed is dealing with, which go beyond the level of a professional working relationship;
- f) secondary employment, business, commercial, or other activities outside the workplace which impact on an employee's duty and obligations to Programmed;

- g) access to information that can be used for personal gain; and
- h) received, or is aware of, an offer of an inducement.

The employee often may be the only person aware of the potential for conflict and it is his or her responsibility to avoid any conflict that could compromise his or her ability to perform his or her duties impartially, and to attempt to resolve any conflict that may exist.

Employees must not submit or accept any bribe or other improper inducement.

If an employee becomes aware of any potential or actual conflict of interest, or is uncertain whether a conflict exists, or becomes aware that a bribe or improper inducement has been offered, he or she must report the matter to the employee's manager, the chief financial officer or the managing director.

Failure to declare a conflict of interest could result in disciplinary action, including termination of employment.

RELATED PARTY TRANSACTIONS

Programmed has a Related Party Transactions Procedure which requires disclosure and approval of certain commercial transactions and employment contracts with parties who are related to Programmed or its employees. This procedure assists to identify and assess situations which could give rise to a conflict of interest.

In particular, we note that if you are an employee (other than an exempted employee) and you commence a consensual relationship with another employee (who is also not an exempt employee) e.g. you are dating or you would consider the other employee to be your boyfriend or girlfriend; then you are now in a Related Party Relationship; and you must disclose your relationship to your relevant HR manager or the Group General Manager People to ascertain that no perceived or actual conflicts of interest exist. The primary obligation for notification will belong to the more senior person in the relationship. Please refer to the Related Party Procedure and if you are unsure please check with your HR manager or the Group General Manager People.

All Related Party Transactions must be on 'arm's length' (commercial) terms. If an employee is unsure whether a transaction falls within the Procedure, they must disclose it and the designated approver will determine if approval is required.

WHISTLEBLOWER POLICY

A Whistleblower Policy has been established to encourage employees to raise matters of concern with their supervisors or managers. Measures to provide protection and support for employees who make complaints or disclosures are included in the policy. A copy of the policy is available on the Programmed website.

CONDUCTING BUSINESS OVERSEAS

At all times, Programmed's business affairs and operations should be conducted legally, ethically, and in accordance with community standards of integrity and propriety.

We recognise that in some countries business practices differ from those in Australia. As a responsible corporate citizen, Programmed requires that all its employees and representatives

comply with this Code and the standards of conduct recognised by Australian law and international protocols, no matter what country they are in or what local practices may be.

GIVING OR ACCEPTING GIFTS, GRATUITIES OR OTHER BENEFITS

Employees are prohibited from giving or receiving any sort of improper gift, gratuity or payment, directly or indirectly, in order to give or obtain an advantage, be it personal or business.

COMPETITION

The *Competition and Consumer Act 2010* (CCA) is a Commonwealth law that promotes competition by prohibiting anti-competitive trade practices such as bid-rigging, market sharing and price-fixing. The CCA also protects consumers through a range of measures including prohibition of misleading or deceptive conduct and of certain unfair marketing practices.

Programmed is committed to complying with the CCA and any similar legislation in other countries in which Programmed operates, with the Australian legislation being the minimum standard.

Employees should not engage in anti-competitive trade practices such as discussing tenders or prices with competitors or agreeing with competitors with whom to deal or not deal.

Employees should reject and report to the chief financial officer or company secretary any attempt to collude on tenders or to engage in any anti-competitive conduct such as price-fixing, and should ensure all agreements or arrangements with competitors are reviewed beforehand by the legal department.

USE OF INFORMATION

Programmed employees must not use or disclose information (including strategic business, trade or commercial information) that is deemed to be confidential and is obtained through their employment, other than in the proper conduct of their duties. Employees must make sure that confidential and sensitive information cannot be accessed by unauthorised persons, and it should be stored securely overnight or when unattended.

Information obtained at work or held in Programmed's records must not be used to obtain personal financial reward or to gain any other benefit. All documentation stored electronically, or in any other form, relating to employees' work or to Programmed's business or affairs is the property of Programmed unless agreed otherwise. On termination of an employee's employment, no documentation or information relating to the employee's work or to Programmed's business or affairs are to be removed by that employee for any reason, unless otherwise agreed in advance.

Intentionally releasing confidential documents or information to unauthorised persons is considered misconduct, and may result in disciplinary action.

ELECTRONIC COMMUNICATIONS AND SOCIAL MEDIA

Electronic communications and postings on social media are "public" and difficult to permanently withdraw. They can have a lasting impact, sometimes damaging, for the person making them and anyone mentioned in them. They can also have legal ramifications.

Any reference to Programmed that an employee includes on any non-Programmed, electronic communications (including email or sms) or social media (including, but not limited to, Facebook, LinkedIn, Twitter, blogs or personal websites), must be restricted to factual details of the employee's position and must not include comments about Programmed or about current or former customers, employees or associates of Programmed.

Employees must not send or post material which may cause reputational or detrimental harm to Programmed or any current or former customers, employees or associates of Programmed.

Employees must not send or post material which pose a risk to the health, safety or wellbeing of any current or former employee or breach the Bullying Policy.

If a third party sends or posts material that would contravene this restriction on any social media initiated or activated by an employee, the employee will use his or her best endeavours to have the posting removed.

Employees when using Programmed's electronic communication services (e.g. email, Facebook or other services hosted by Programmed) must comply with the Electronic Communication Policy.

BRANDING

The Programmed brand is an essential part of the company's public identity. The brand must not be used for unauthorised or inappropriate purposes. Unauthorised use of the company name and/or logo must be reported to the chief financial officer or company secretary.

COMPLIANCE AND BREACHES OF THE CODE OF CONDUCT

All employees are responsible for observing this Code and for ensuring it is not breached.

Programmed promotes an open working environment in which all employees are able to report instances of unethical, improper, unlawful or undesirable conduct without fear of intimidation or reprisal. Any employee who, in good faith, makes a complaint or disclosure about an alleged breach of the Code and follows the reporting procedure will not be disadvantaged or prejudiced making the disclosure. Any report made by an employee in good faith will be acted upon; a prompt investigation will take place and the employee will be informed of the outcome. The particular circumstances of each case will determine the level of detail reported to the employee.

If an employee breaches the Code or any of the policies and procedures (or gives permission or allows another employee to breach them) he or she will be subject to disciplinary action which may include termination of employment.

When in doubt, or if an employee has any questions about his or her responsibilities or the Code, it is the employee's responsibility to seek clarification from his or her manager or the company secretary. Employees may discuss a matter, or seek advice on how to proceed with a matter, at any time.

This Code operates in conjunction with Programmed's other policies, standards and procedures.