

# Group Code of Conduct

## Message from the Chief Executive Officer

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 operating officer or myself.

**Takayuki Yamazaki**

**Chief Executive Officer**

**March 2022**

## Mission

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.

## Vision

Work, and Smile

Working life is a journey of growth and creation.

We all have big dreams, and there are many different paths to success. Thus, we need to make our own choices from a range of diversified work opportunities.

Our vision is to enrich society so that all work leads to lives of happiness.

## Our Values

Programmed, has four core values that it seeks all of its 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.

## Ethical Code of Conduct

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

## Working Together

### Employees

The PERSOL group of companies 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.

The PERSOL group of companies expects 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 the companies' reputation; and
- g) comply at all times with the laws and regulations that govern our business and activities.

### Employment Practices

The PERSOL group of companies 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.

Employees must respect "differences" (gender, sexual orientation, race, nationality, creed, religion, disabilities etc.) and believe it is important to actively leverage those differences. All employees must be aware of equal opportunity and diversity policies and the responsibility this places on them to respect the rights of individuals. By maintaining workplace environments where it is easy for individuals to work, new concepts and value are generated which enables us to provide flexible approaches towards changing business environments and diversification of customer needs.

### No Hostile Conduct

Any hostile conduct directed at an individual based on his or her race, age, religion, nationality or disability is expressly prohibited. Sexual advances, requests for sexual favours, other unwanted verbal or physical conduct or communication of a sexual nature is considered inappropriate behavior in the workplace and it will not be tolerated.

All employees are responsible for upholding this policy and eliminating any practices or behaviour which are discriminatory or could lead to discrimination, workplace bullying or harassment.

### Healthy Balance between Personal Life and Work

Achieving a balance between personal life and work life is indispensable to all of us enjoying full and rewarding lives. For that reason, it is important that all employees maintain healthy workplace environments, and foster a culture of mutually helping and supporting each other.

### Health, Safety and Environment

The PERSOL group of companies is committed to the goal of a zero harm workplace. Accordingly, all employees must be 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 all employees to behave safely at all times.

Employees are responsible for acting in accordance with the Four Safety Beliefs, occupational health, safety and environmental legislation, regulations and applicable policies, and for following all procedures correctly.

The 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; and
4. working safely is a condition of employment.

## Conflicts

### 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 a PERSOL group company is involved;
- b) friends or relatives who have a financial interest in a transaction or a matter with which a PERSOL group company is involved;
- c) directorship/management/ownership or part ownership/shareholding greater than 5% of an external enterprise that a PERSOL group company engages or contracts with;
- d) engaging a contractor or supplier to PERSOL group company 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 a PERSOL group company to this supplier or contractor;
- e) personal relationships with people a PERSOL group company 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 a PERSOL group company;

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

If employees are in a situation where they may be the only person aware of the potential for conflict it is their responsibility to avoid any conflict that could compromise their ability to perform their duties impartially, and to attempt to resolve any conflict that may exist.

If an employee becomes aware of any potential or actual conflict of interest, or if the employee is uncertain whether a conflict exists, or if they become aware that a bribe or improper inducement has been offered, the employee must report the matter to the relevant manager, the Chief Operating Officer or Chief Executive Officer).

### **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, if an employee (other than an exempted employee) commence a consensual relationship with another employee (who is also not an exempt employee) e.g. they are dating or they would consider the other employee to be their boyfriend or girlfriend; then they are now in a Related Party Relationship; and they must disclose that relationship to the 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. Employees can refer to the Related Party Procedure and if employees are unsure they must check with their HR manager or the Group General Manager People.

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

### **Giving or Accepting Gifts, Gratuities or other Benefits**

Employees are prohibited from giving or receiving any sort of improper gift, gratuity or payment, loan or benefit, directly or indirectly, in order to give or obtain an advantage, or improperly influencing a decision to secure an advantage, be it personal or business. Employees must not submit or accept any bribe or other improper inducement.

### **Insider Trading**

Sometimes employees may have access to material non-public confidential information relating to the PERSOL group of companies or their clients/partners. In those circumstances, the employees are not permitted to use or share the information for securities trading purposes or for any other purpose except the conduct of the companies' business.

## Best Business Practices

### Conducting Business Overseas

At all times, the PERSOL group of companies' business affairs and operations should be conducted legally, ethically, and in accordance with community standards of integrity and propriety.

The PERSOL group of companies recognise that business practices differ in different countries.

As a responsible corporate citizen, Programmed and its employees and representatives will 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.

### Human Trafficking and Modern Slavery

The PERSOL group of companies has a zero-tolerance policy against all forms of human trafficking, modern slavery and related activities. The PERSOL group of companies is committed to protecting against trafficking of any person, including employees and candidates.

### Competition

All employees have a responsibility to deal fairly with each other and their customers, employees, applicants, candidates and suppliers. No one must take unfair advantage of anyone else through manipulation, concealment, abuse of confidential information, misrepresentation of material facts or any other unfair dealing practices.

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.

All employees must 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.

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

### Confidential Information

All information which is obtained by and/or is disclosed to employees of the PERSOL group companies relating to the business of PERSOL group (including strategic business, trade, commercial information, personal data or personal information) is confidential and is the property of that PERSOL group company unless agreed otherwise.

All employees must make sure that such information cannot be accessed by unauthorized persons, and it should be stored securely so that it is protected against risks of loss, destruction, modification, or improper disclosure.

All employees must ensure that information obtained at work or held in a company's records must not be used to obtain personal financial reward or to gain any other benefit. On termination of an employee's employment, no documentation or information relating to the employee's work or to a PERSOL Group company's business or affairs are to be removed by that employee for any reason, unless otherwise agreed by a manager in advance.

Releasing confidential documents or information to unauthorised persons is considered misconduct and a breach of this Code.

## Financial controls

The PERSOL group of companies has established various financial and accounting controls to ensure that assets are protected and used properly. All employees share responsibility for maintaining and complying with these controls and are required to maintain accurate and reliable financial records and reports.

## Society and Us

### Shareholder(s)

The PERSOL group of companies is committed to reporting the companies' progress truthfully and accurately. All employees 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 financial reporting are required to exercise diligence and good faith to maintain accurate and reliable financial records and reports.

### Customers

All employees have an obligation to use their best efforts to deal with the companies' customers in a fair and responsible manner and to deliver outstanding service. The PERSOL Group of companies must be committed to providing value its customers and expect to be remunerated fairly for the services they provide.

### Electronic Communications and Social Media

All employees must ensure that any reference to the company that they include on any non-company, 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 company or about current or former customers, employees or associates of the company or any PERSOL Group's confidential information.

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

All 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 any bullying policy.

All employees when using the companies' electronic communication services (e.g. email, Facebook or other services hosted by a PERSOL group company) must comply with each company's electronic communications and social media policy.

## Branding

Programmed acknowledges that the brand is an essential part of the company's public identity and must not be used for unauthorised or inappropriate purposes. Unauthorised use of the company name and/or logo must be reported to the legal department.

## Keep it Legal

### Compliance with Laws and Regulations

All employees must comply with all laws, rules, regulations applicable to the Company including all employment and labour laws, personal data protection laws, anti-bribery laws, insider trading laws, health, safety and environmental laws, and all policies established by the Company.

### Whistleblower Policy

All employees must raise matters of concern with their supervisors or managers. However, each jurisdiction has a whistleblower policy in the event that an employee should require the legislative protection of a whistleblower regime. In that instance employees must refer to the whistleblower policy as there are 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 at on the intranet and/or company website.

### Compliance and Breaches of the Code of Conduct

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

The PERSOL Group of companies 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) they may be subject to disciplinary action which may include termination of employment.

If an employees is in doubt, or if an employee has any questions about their responsibilities or the Code, it is the employee's responsibility to seek clarification from their relevant manager or each company's compliance team. Employees may discuss a matter, or seek advice on how to proceed with a matter, at any time.

**This Code operates in conjunction with all other applicable company policies, standards and procedures.**