



CODE OF CONDUCT

Webcentral Group Limited
ACN 073 716 793

1. OVERVIEW & PURPOSE

The Webcentral Group Code of Conduct (the Code) is based on our organisational Values and represents our commitment to uphold ethical business practices and to meet our legal obligations.

Applied in conjunction with our Policies and Procedures, the Code outlines the behaviours we expect from our people, and guides employees in their day-to-day work.

Breaches of the Code may constitute a criminal offence and/or breaches of our legal obligations, and as such are taken very seriously. The Code sets out the process for identifying and reporting such behaviour.

2. SCOPE

The Code applies to all employees of Webcentral Group, including contractors and temporary employees, as well as Senior Executives and the Board of Directors.

3. USING THE CODE OF CONDUCT

All employees of Webcentral Group are expected to understand this Code of Conduct and feel comfortable applying it to everyday work carried out on behalf of Webcentral Group. If for any reason an employee is unsure about contents or application of the Code, or have concerns they would like to raise, employees should raise it with any of the following parties:

- Direct Supervisor or Manager;
- People & Culture team member; or
- The Webcentral Group General Counsel or Legal Counsel.

3.1 Responsibilities of Employees

We all have a responsibility to work with integrity, respect, good judgment and to act within the law. We therefore expect our employees to:

- Agree to uphold the Code, Values, Policies and Procedures and any standards, legislation or regulations that apply to day-to-day work;

- Take reasonable steps to ensure that others engaged to work with Webcentral Group such as contractors; consultants or business partners also uphold these principles, laws and regulations;
- Raise any concerns or potential breaches immediately;
- Never ignore a breach or potential breach of the Code; and
- Never encourage, allow or personally demonstrate retaliation for someone raising a concern.

3.2 Responsibilities of Managers

In addition to the above employee expectations, Webcentral Group expects all Managers & Supervisors to:

- Role model expected behaviours;
- Take responsibility for ensuring their employees understand the Code and all Webcentral Group policies and procedures relating to their work;
- Address any employee behaviour that is not aligned with the Code;
- Encourage and reward employees for demonstrating our Values;
- Embed the Code into all business processes in their area of responsibility;
- Ensure that employees feel supported and comfortable to raise concerns without fearing retaliation; and
- Never ignore or dismiss a concern raised.

4. CODE OF CONDUCT REQUIREMENTS

4.1 General Expectations

The Code sets out that our people comply with all laws and regulatory authorities. From a practical point of view, this includes the following expectations:

- Abiding by the Webcentral Group values and comply with all applicable policies and procedures;
- Upholding the principles of equal opportunity and embrace the diversity in our business;
- Conducting work in a safe, responsible and effective manner;

- Avoiding any form of discrimination, bullying, harassment or other inappropriate workplace behaviour, and take action to prevent or stop these behaviours if demonstrated by others;
- Complying with the law and any regulatory authorities;
- Respecting and maintaining the confidentiality of all customer, colleague or other individuals' information;
- Perform duties to the best of the employees abilities, taking into account skills, experience and qualifications;
- Attending work in a fit and well state, including not under the influence of drugs and alcohol;
- Ensuring personal matters, personal business, financial and other outside interests do not conflict with, or appear to conflict with the Company or individual roles/duties;
- Not accepting gifts, prizes or hospitality that compromise an employee, a team, or the business (see “Gifts and Hospitality” section below for further details);
- Responsibly managing any company assets entrusted to the employee and when spending Webcentral Group funds, ensuring the transaction is properly documented and that we receive appropriate value in return;
- Reporting unethical, illegal or improper behaviour, including breaches of the Code, using any of the processes outlined in cl 5.1.

4.2 Declaration of Gifts and Hospitality

- Employees must not accept for personal use, or for the use of others, any gift, favour, loan, or any other thing of monetary value that might influence, or appear to influence, judgment or conduct in day to day work. Employees may accept occasional/annual unsolicited courtesy gifts or favours (such as business lunches, tickets to sporting events or cultural events, gift baskets, flowers, etc.) so long as the gifts or favours have a market value under \$200, are customary in the industry, and do not influence or appear to influence the judgment or conduct of the employee. Employees must report any gifts or favours offered or given to their manager and specifically, for gifts above \$200 employees must obtain the written approval of their manager before accepting the gift or favour and it must be noted on our register for Gifts and Favours via the Webcentral Group Legal Team (legal@webcentral.com.au).

4.3 Declaration of Conflicts of Interest

A conflict of interest arises when an employee's personal interests, relationships or activities (or activities of an employee's immediate family or person with whom they have a close relationship) interfere or conflict with the employee's loyalty and duties to the Company or impact the employee's objectivity in making business decisions. Examples of conflicts of interest include a friend or family member working for a supplier, customer or competitor. Conflicts of interest must be reported to the Webcentral Group Legal Team. This is a mechanism to protect employees from situations where their personal circumstances and interests could influence their decisions, or be perceived to have done so.

5. RAISING A BUSINESS CONDUCT CONCERN

Our workplace needs to encompass a safe environment, where our people feel secure and supported about reporting incidences of wrongdoing or concern. Our people will not be exposed to reprisal, harassment, discrimination, victimization or future career bias, or any form of retaliation a result of raising a genuine concern as prohibited by the Code. We expect all employees and managers to report concerns and potential breaches of the Code. Ignoring or failing to report issues in a timely manner (or at all) that have been made apparent is in itself a breach of the Code.

5.1 How to raise a concern?

- (a) Raise the matter with your line manager and/or the People & Culture team;
- (b) If you believe this matter requires a higher escalation, you can report the issue to the General Manager Legal or to our Company Secretary;
- (c) Alternatively, you can report the issue to the Webcentral Group Legal Team or the Company Secretary; however, if you don't feel comfortable reporting the issue to the aforementioned contact points, you can escalate this to one of the Company's Senior Executives or our CEO; or

- (d) If this matter is of such a sensitive nature and may concern an Executive, you can report it to the Chairman of our Board.

5.2 How is the complaint handled?

Any report made will be listened to and investigated, will be treated with the strictest confidence and only disclosed to other persons (within or outside) the business on a “need-to-know” basis. The involvement of any person raising a complaint will not be mentioned without their consent. Reporters will be provided with regular feedback and the outcome of the investigation (including whether the suspicions and concerns outlined in your report were well-founded, and where appropriate, whether further action has been taken).

5.3 Can a report be made anonymously?

Any report may be made anonymously, however, it must be recognised that anonymity may make the investigation of any report much more difficult. Anonymity can also be very hard to guarantee, as it may be necessary to provide evidence in either internal or external proceedings, or the law may otherwise require the formal disclosure of the report. However, all efforts will be made to ensure anonymity where it is specifically requested.

5.4 Reports should not be contrary to the spirit of the Code of Conduct.

It must be also stressed that the Company does not support the use of this policy as a means of airing or pursuing personal or professional grievances between employees, executives or directors, or for any individuals to make unfounded or malicious allegations. Such conduct would be against the principles set out in this Code, and may be considered by Webcentral Group as grounds for action against the complainant. Any report may be made anonymously, however, it must be recognised that anonymity may make the investigation of any report much more difficult. Anonymity can also be very hard to guarantee.

6. BREACHES OF THE CODE OF CONDUCT

Failure to comply with the Code is treated as a very serious matter and may result in disciplinary action, including summary dismissal, as well as compensation for damage caused. Breaches that involve criminal offences will also be referred to the appropriate authorities and/or police.

7. POLICY OWNERSHIP OR CONTACT INFORMATION

- The Code of Conduct should be read in conjunction with other employee policies and procedures. The Code is owned and managed by the People & Culture and Legal teams. You can speak with an appropriate contact within these teams, emailing one of these contacts: peopleteam@webcentral.com.au or legal@webcentral.com.au. Any minor reviews or update to this policy will be made available to employees on the company intranet (or other appropriate central location) or provided directly to managers and employees.

8. EMPLOYEE UNDERSTANDING & ACKNOWLEDGMENT

I have read and understood the Code of Conduct and agree to adhere to the expectations required of me. I also acknowledge that reviews or updates of the Code of Conduct may occur during my employment and I agree to continue to act in the spirit of the Code of Conduct, to uphold professional and ethical behavior during my employment

Name _____

Signature _____ Date _____