

SGH Code of Conduct

1. Purpose

SGH Ltd ("SGH") is committed to building a better workplace environment and delivering quality and excellence in everything it does. SGH's Code of Conduct (Code) and values underpin everything we do.

The Code provides a clear set of standards for SGH business conduct. It presents an ethical and behavioural framework to guide SGH employees through the challenging and sometimes difficult choices they face. It also reflects SGH's values of Respect, Owner's Mindset, Courage and Agility.

Our employees play a key role in protecting and enhancing the reputation of SGH and building a better, safe and inclusive workplace environment and upholding the Code is the shared responsibility of all SGH employees.

All employees have the responsibility to act in a way that is consistent with SGH's Code and values, including reporting potential or actual breaches of the Code.

Breaches of the Code may result in disciplinary action, including dismissal. In this way SGH sends a clear message about its commitment to ethical behaviour.

All employees must comply with the law and with such policies as the Company may have in place from time to time.

2. Scope

The Code applies to employees when carrying out work duties or work-related activities both on site and off site. The standards of conduct prescribed in the Code also extend to work-related and non-work-related electronic communications.

Code of Conduct Policies within SGH subsidiary companies, operating divisions, business units and joint ventures managed by SGH are expected to be consistent with SGH's Code.

3. Policy Evaluation and Review

SGH's People & Culture team is the owner of this Policy and is responsible for implementation, interpretation, application, review and revisions. This policy will be periodically reviewed, every two years at a minimum, to ensure it is operating effectively and/or when legislation is changed. Revisions are subject to SGH Board approval.

4. Our People

4.1 Safety

SGH is committed to ensuring the health, safety and welfare of all its employees. The responsibilities of employees and SGH are outlined in the *SGH Workplace Health and Safety Policy*.

4.2 Diversity and Equal Opportunity

SGH is an inclusive organisation that embraces diversity in the workplace and is committed to ensuring that all SGH employees are provided with a workplace of equal opportunity. The responsibilities of SGH and employees when it comes to fostering such a workplace are outlined in the *SGH Diversity and Equal Employment Opportunity Policy*.

4.3 Performance Expectations

SGH pursues a culture of high performance. Employees are expected to:

- Perform work duties to the best of their ability;
- Meet the agreed performance objectives and/or minimum accountabilities outlined in their position description or as discussed with their manager;
- Operate in a fair and reasonable manner with their co-workers;
- Work cooperatively with managers and colleagues, and follow appropriate instructions;
- Inform their manager or supervisor of any change in circumstances that may affect their ability to perform their normal duties;
- Act in the best interests of SGH as a whole, taking into account other stakeholders at different times;
- Remain open-minded about change in the workplace and to collaboratively support and embrace new ideas and programs.

If an employee requires further assistance in order to meet these standards, they should speak with their manager or supervisor to arrange training or coaching and clarify any areas of concern.

4.4 Health, Safety and Wellbeing

SGH is committed to ensuring the health, safety and wellbeing of all employees and visitors. *SGH Workplace Health and Safety (WHS) Policy* ensures SGH and its Workers meet their obligations under relevant legislation and supports a safe and supportive environment.

4.5 Drugs, Alcohol and Prescription Medication

Employees who attend a work, customer or supplier function (Work Function) and consume alcohol must do so at a responsible level. Alcohol consumption that leads to inappropriate behaviour or a lack of judgement has a direct impact on SGH's image. Any irresponsible drinking at a Work Function may lead to disciplinary action including termination. Employees are asked to help ensure their work colleagues drink responsibly and follow these guidelines.

Employees must not work while under the influence of alcohol.

The use, possession of or being under the influence of illicit drugs at work or during Work Functions is prohibited and may lead to disciplinary action including termination.

Employees are not permitted to smoke on SGH premises.

Prescription medication can impair an individual's judgment. Employees should consult with their doctor regarding the impact that any prescription medication or non-prescription medication may have on their ability to perform normal work duties and advise their manager if there are any areas of concern.

4.6 Anti-Bullying and Harassment

Employees have a legal and ethical obligation not to discriminate against or harass any employee, agent, contract worker, contractor, supplier, customer or visitor.

Refer to the *SGH Discrimination, Bullying and Harassment Policy* for further information.

5. Standards of Behaviour

SGH is committed to ensuring that its work environment is free from discrimination, bullying, harassment and other inappropriate behaviours.

Behaviour that does not comply with the standards below can impact a person's health and wellbeing. All employees are responsible for maintaining a workplace free of discrimination, harassment, bullying, victimisation and other inappropriate behaviour.

5.1 Appropriate Behaviour and Presentation

Employees are expected to act in a courteous and respectful manner at all times when dealing with fellow employees, suppliers, contractors, customers and the general public.

These standards of courteous, respectful behaviour extend to work-related and non-work-related electronic communications such as emails and social media posts.

For example, blogs or posts, comments or content shared on social media about work colleagues that is vulgar, intimidating, discriminatory, harassing, obscene, defamatory or threatening is in direct violation of the Code. Remember, evidence of emails and websites accessed remains on a computer system even after deleted by individual users.

Standard of presentation should be neat, clean and appropriate for the employee's particular work area and function.

6. Ethical Business Practices

SGH is committed to ethical business practices and compliance with applicable laws and regulations. SGH has various policies that outline the standards of behaviour expected of employees.

6.1 Avoiding Conflicts of Interest

SGH is committed to ensuring actual, potential or perceived conflicts of interest are avoided or, in situations where they cannot be avoided, that they are appropriately managed.

A conflict of interest occurs when an individual is in a position to influence a decision or outcome which may result in a benefit to that individual's personal interests at the expense of SGH's interest. Personal interests include direct interests of an individual as well as those interests of family, friends or other organisations an individual may be involved with or have an interest in (for example, as a shareholder).

The interest(s) may be:

- **Actual** – employee is in a position *to be influenced* by their private interest(s) when doing their job.
- **Perceived** – when a conflict is only *believed* to exist.
- **Potential** – employee is in a position *where they may be influenced* in the future by their private interest(s) when doing their job whether or not this is in fact the case.

Conflicts of interest may arise in situations including:

- An employee involved in a close personal relationship with another employee.
- An employee controlling or influencing the terms of a business transaction which involves a person with whom they have a close personal relationship (for example, where the person owns, controls or is employed by a company that is a customer, supplier or service provider to SGH).

It is expected that employees, in performing their role at SGH, will at all times:

- Make decisions in the best interests of SGH and not for personal gain or the benefit of someone else.
- Ensure personal relationships do not interfere or appear to interfere with the interests of SGH and the ability of the employee to carry out their duties or obligations to SGH.
- Disclose in writing by way of email to their manager or a member of the People & Culture team any personal relationships which may give rise to an actual, potential or perceived conflict of interest.

Disclosures made to the People & Culture team will be treated confidentially and disclosed only on a “need to know” basis. Failure to disclose a relationship which may give rise to an actual, potential or perceived conflict of interest will be considered a serious matter and may lead to disciplinary action, including potential dismissal.

Employees uncertain about whether a personal relationship may constitute a conflict of interest are encouraged to seek guidance from the People & Culture team.

Depending on the nature of any conflict of interest, appropriate mitigating action will be determined and implemented.

6.1.1 Close personal relationships

A close personal relationship includes the following:

- Spouse, partner, dependant or any person living in the same dwelling.
- Romantic, intimate or sexual relationships.
- Any other relationship that may give rise to a conflict (for example, extended family or friends).

6.1.2 Relationships within SGH

An employee involved in a close personal relationship with another employee must ensure the following:

- They are not in a direct or indirect supervisory or line management relationship with the other employee.
- They are not involved in the appointment, appraisal, promotion, remuneration or any other management activity, process or decision involving the other party that may result in the appearance of impaired fairness or objectivity.
- Where the above interaction occurs between the parties, written disclosure of the relationship must be emailed to the People & Culture team to enable mitigation action.

Depending on the circumstances of the close personal relationship, appropriate mitigating action will be determined and implemented. Such action may include:

- Changes to supervisory and line management relationships to remove a direct or indirect reporting relationship between the two employees.
- Changes to the scope of an employee’s roles and responsibilities to ensure they are not involved in the appointment, appraisal, promotion, remuneration or any other management activity, process or decision involving the other party that may result in the appearance of impaired fairness or objectivity.

If mitigating action is unsuccessful, it may result in a change in role (including a diminished role) for one or both of the employees or potential dismissal.

6.1.3 External business transactions

An employee who has a close personal relationship with another party to a business transaction should:

- Disclose the relationship in writing to the People & Culture team and their manager.
- Consider whether their relationship may influence or be perceived as influencing objective decision making or the fulfilment of their responsibilities to SGH.
- Where a conflict of interest exists or is likely to exist, their manager may require them to excuse themselves from the transaction.

Failure to disclose the relationship and withdraw from the transaction where a conflict of interest exists, will be considered a serious matter and may lead to disciplinary action, including possible termination of employment.

The SGH Finance team records all conflicts of interest in the *SGH Conflicts of Interests Database*, which is maintained by the Company Secretary in the Conflicts of Interest Register that is reviewed by the MD&CEO and Board on a regular basis (at least annually).

6.2 Outside employment

Employees must not undertake any outside work which is in conflict to their work at SGH or is in competition with SGH. Employment contracts may also specifically exclude any type of employment outside of SGH.

6.3 Representations on behalf of SGH

Employees must not act outside the scope of their delegated authority, misrepresent themselves or misuse their position on behalf of SGH. Offers and acceptance of employment on behalf of SGH can only be made through the People & Culture team. Offers to change terms and conditions of employment while employed by SGH are only valid if made through the People & Culture team. Employees must not provide written references on behalf of SGH or on SGH letterhead without the express permission of the Chief People Officer.

6.4 Fraudulent conduct

Employees are expected to act openly, honestly and with integrity in their dealings with SGH. Employees must not remove equipment, stock, cash, files, intellectual property or other property belonging to SGH without proper authorisation and in accordance with SGH procedures.

In addition, employees must not mislead, defraud or assist another person to mislead or defraud SGH employees, customers, suppliers, contractors or SGH in general. Fraudulent conduct may lead to summary dismissal.

6.5 Gifts

Gifts, hospitality and charitable donations may in certain circumstances constitute or give the appearance of bribery and as such need to be carefully considered. The *SGH Gifts and Donations Policy* provides guidelines for employees on receiving gifts, hospitality and donations and outlines the legal responsibilities of employees.

6.6 Insider Trading

SGH employees cannot use inside information to buy or sell SGH shares or to pass it on to others so that they may do so, as this would constitute insider trading. Inside information is generally considered information that is not available to the general public and could affect the Company's share price if made public. Insider trading is a criminal offence and

prison terms have been imposed for those convicted in recent high profile cases. The *SGH Share Trading Policy* provides guidelines on trading SGH shares.

6.7 Anti-Bribery

Bribery is unethical and unlawful and contrary to SGH's Code of Conduct. Employees who engage in offering or accepting bribes will be subject to disciplinary action, including dismissal.

7. Protection of SGH assets and Intellectual Property

7.1 Protection of SGH Assets

Employees must not deliberately misuse or damage SGH's property in their possession, care or custody.

When using SGH's property or equipment, employees must follow instructions provided to them in order to minimise the risk of personal injury to themselves or others. Employees must not use SGH assets, intellectual property or the services of other employees (including contractors) for private use or gain. SGH has a zero tolerance approach to the theft of company property. After an appropriate process, a summary dismissal of the employee could result if a case is established that theft has occurred and SGH could report this to the Police. SGH may also initiate their own proceedings to seek to recover stolen monies or property.

Employee computer use, including internet and email use, may be subject to monitoring through the use of software in accordance with SGH policy and applicable legislation. Employees may also be subject to camera surveillance through visible cameras while they are on Company premises.

7.2 Intellectual Property

All work created by employees while working for SGH is the intellectual property of SGH.

Intellectual property extends to such items as customer lists, confidential information relating to pricing, margin, transport rates, etc., and reputation/brand.

All employees must honour the intellectual property rights of other parties, including the intellectual property of SGH.

7.3 Business Opportunities

Business opportunities identified through the course of working for SGH, as defined in an employee's letter of employment, should be raised with the relevant Group Executive. No steps should be taken by an individual to pursue a business opportunity outside of SGH without SGH approval.

8. Media and Publicity

8.1 Public Comment

Employees must not accept public speaking engagements or write for external publications in relation to SGH operations, programs and production services without the prior approval of the SGH Managing Director & CEO.

All media enquiries regarding SGH are to be referred to the SGH Managing Director & CEO.

9. Environment and Community

9.1 Environment

SGH and its employees are responsible for maintaining and protecting the environment. Employees should always consider the impact of their actions on the environment and local community, including in relation to the disposal of waste, use and storage of chemicals and use of natural resources.

9.2 Public Conduct

SGH is committed to meeting and exceeding community expectations. Employee's conduct outside of SGH's offices when dealing with suppliers, contractors, customers and the general public, including representations made on behalf of SGH and public comments, must be guided by SGH's values. Conduct must also be courteous and respectful and uphold the reputation of SGH in the community.

10. Privacy and Integrity

10.1 Privacy

SGH recognises and respects privacy and the importance of protecting individuals' personal information and privacy. Rights and responsibilities are outlined in the *SGH Policy for Handling Personal Information*, which employees are required to comply with, in addition to privacy law, when collecting, using or disclosing any personal information for or on behalf of an SGH company.

10.2 Whistleblowing

All SGH employees and contractors have a responsibility to help detect, prevent and report instances of suspicious activity or wrongdoing. SGH is committed to developing a culture of corporate compliance, ethical behaviour and good corporate governance to encourage employees and contractors to report unethical, unlawful and undesirable conduct without fear of retaliatory action. Full details of the whistleblower protection requirements and processes are set out in the *SGH Whistleblower Policy*.

11. SGH's Legal Requirements

All employees will:

- Ensure that all confidential information obtained during employment remains confidential and is not used for any other purpose other than for SGH's benefit.
- Confidential information received by an employee in the course of undertaking their work for SGH remains the property of SGH and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by SGH, or the person from the information is provided, or is required by law.
- Not breach any applicable laws or regulations.
- Honour the intellectual property rights of other parties, including the intellectual property of SGH.
- Accept that any work produced in the course of employment remains the property of the company.

12. Putting the Code of Conduct into action

This Code of Conduct gives SGH employees an ethical framework to help guide behaviour and decision making across all areas of professional activity.

If any employee is unsure of the right course of action, or faced with a difficult issue, the following questions may help that employee determine the appropriate way to act.

1. Have I consulted appropriately with colleagues?
2. Are my actions legal and in compliance with SGH policies?
3. Am I compromising my integrity or the integrity of SGH or our clients?
4. Am I upholding the values of SGH?
5. Am I treating others the way I expect others to treat me?
6. Is my choice of action the most ethical among the possible alternatives? Do I feel good about my choice?
7. If I document my decision, would a reviewer agree with the action I have taken?
8. Would my actions damage the reputation of SGH?

13. Complaint procedure

The *SGH Grievance Resolution Policy and Procedures* outlines the SGH process and protocols for managing complaints. Please revert to the *SGH Grievance Resolution Policy and Procedures* for any grievance in relation to any matter in this Policy which SGH may be required to address (either formally or informally). The People & Culture team can also provide guidance as to the grievance management process.

14. Definitions

Electronic Communications:

- Work-related electronic communications such as email.
- Non-work related electronic communications including social media posts expressed through a blog, web page, social networking or similar site.

Employees: SGH's directors, officers, executive team, managers and all other employees and contractors.

SGH: SGH Ltd.

Work-related activities: Includes but is not limited to Work Functions, business trips, working away from the office and conferences.

15. Related Policies

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

- SGH Discrimination, Bullying and Harassment Policy
- SGH Diversity and Equal Employment Opportunity Policy
- SGH Workplace Health and Safety Policy
- SGH Grievance Resolution and Procedures Policy
- SGH Flexible Work Arrangements Policy
- SGH Gifts and Donations Policy
- SGH Policy for Handling Personal Information
- SGH Share Trading Policy
- SGH Whistleblower Policy