



plexure

Plexure Group Limited Code of Ethics

JANUARY 2020

The Plexure Code of Ethics (the “Code”) is fundamental to the way that Plexure Group Limited (“Plexure” or the “Company”) intends to do business. The purpose of the Code is to ensure high standards of ethical conduct. The Code aims to achieve this purpose by the use of principles that provide guidance on appropriate standards and conduct. As the Code and the principles set out in it cannot capture every situation that might arise, Plexure personnel should assess actions and decisions against the backdrop of the principles and spirit of the Code and always seek to act consistently with that.

This Code has been approved by the board of directors (the “Board”) of Plexure and all of Plexure’s personnel are expected to be familiar with it. Furthermore, all of Plexure’s personnel (including employees, contractors and other representatives of Plexure from time to time) must comply with the letter and spirit of the Code. This is especially true of directors and senior management. Breaches of the Code will result in appropriate disciplinary or legal action.

If you are unsure at any time of what the Code requires, or if you become aware of a breach of the Code or a legal obligation, please let the chairperson of the Board know. If that is inappropriate, then please contact a member of the Audit and Risk Management Committee.

Conflicts of interest

A conflict of interest means that a person’s interests are in conflict with those of the Company or appear to be in conflict with the Company’s interests. Plexure expects its personnel to act in the Company’s interests at all times.

Plexure personnel will not:

- (a) take any business or corporate opportunity or otherwise engage in any commercial activity that could conflict with their ability to perform their duties to Plexure;
- (b) support or advocate for any political organisation or cause other than in a personal capacity;
- (c) be directly or indirectly involved in any competitor to Plexure, provided that this shall not prevent a Plexure individual from owning up to 5% of the shares or other securities in any competitor that is a listed company; or
- (d) do any other thing that may result in a conflict of interest, unless Plexure has provided prior written consent.

Receipt and use of company information

All information that is received by you as a result of your connection to Plexure is Company property. You should not use that information without Plexure’s approval.

Plexure personnel will:

- (a) follow Company policy in dealing with Company information;
- (b) take all reasonable precautions to protect Company information from unintended disclosure;
- (c) not use Company information for their own purposes; and
- (d) not in any other way use information in a way that may not be in Plexure’s best interests.

Plexure personnel will maintain and protect the confidentiality of information entrusted to Plexure about work colleagues, stakeholders and the Company’s business and financial affairs,

except where disclosure is allowed by the Company or is required by law. All property that you receive as a result of your connection to Plexure belongs to Plexure. You should only use that property as Plexure authorises you to.

Receipt and use of company assets and property

All property that you receive as a result of your connection to Plexure belongs to Plexure. You should only use that property as Plexure authorises you to.

Plexure personnel will:

- (a) protect Plexure property from loss of all kinds;
- (b) only use Plexure assets and property for lawful Company purposes and not for personal gain; and
- (c) only create, and retain, information and communications required for business needs or to meet legal obligations, unless Plexure allows otherwise.

Directors' attention to the matters before them

Plexure expects its directors to be critically engaged with the affairs of the Company.

Plexure directors will:

- (a) give due consideration to all decisions that they make;
- (b) understand the limits of their ability and when help is needed;
- (c) meet all of their legal, fiduciary and ethical obligations; and
- (d) have an awareness of issues important to the success of Plexure.

Acting honestly and in the best interests of the company

All Plexure personnel should act fairly, honestly and in the best interests of the Company. In doing so, Plexure personnel will:

- (a) be honest and professional in all their dealings;
- (b) not act in a misleading or deceptive way, or in a way that might be misleading or deceptive;
- (c) not promise on behalf of the Company to act in a way that the Company cannot or does not intend to act;
- (d) undertake their duties with appropriate care and due diligence;
- (e) meet all of their obligations required by law; and
- (f) not accept or offer bribes, kick-backs or other similar inducements.

Valuing personnel

Plexure personnel will:

- (a) treat others with dignity, respect and justice, taking into consideration cultural sensitivities;
- (b) not discriminate on the grounds of race, religion, colour, age, nationality, sex, sexual orientation or any other personal or social condition different from merit and capacity;
- (c) not permit any form of violence, harassment or abuse at the workplace;
- (d) promote the professional development, training and promotion of Plexure personnel where appropriate;
- (e) link remuneration and promotion to merit and capacity;
- (f) prioritise health and safety on the job, taking any such measures as are considered reasonable to maximise prevention of occupational risk; and
- (g) look to reconcile work at Plexure with personal and family life, recognising that sometimes extra effort is required to meet Plexure's goals and Plexure personnel should commit whatever is reasonably required to achieve those goals.

Reporting breaches of the Code

All Plexure personnel have a responsibility to report breaches of this Code.

In particular:

- (a) Plexure personnel must report any breach of the Code that they become aware of to their manager, the CEO or the chairperson of the Board; or
- (b) if the manager, the CEO or chairperson of the Board is not the appropriate person in the circumstances, then the breach should be reported to a member of the Audit and Risk Management Committee.

Reports must be made in good faith and the report and the identity of the reporter must be treated confidentially, so far as possible. The reporter is entitled to protection and fair treatment, regardless of the outcome.

Annual Review

This Code is subject to annual review by the Board of the Company. If you have feedback on the Code please contact the chairperson of the Board.