



QMS MEDIA PTY LTD

**CODE OF BUSINESS CONDUCT
& ETHICS**

INTRODUCTION

QMS Media Pty Limited (**QMS Media**) is committed to conducting business in an honest, ethical, and accountable way. This Code of Business Conduct and Ethics (**Code**), which has been approved and adopted by the board of directors of QMS Media, sets out the way QMS Media and its subsidiaries conduct business and how QMS Media expects its representatives to behave in the workplace and when engaging with other people.

The Code is an effective way to guide the behaviour of everyone in QMS Media by clearly stating QMS Media's firm commitment to behaving honestly and fairly. The Code applies to all QMS people, including all employees (permanent, casual and fixed term), directors, consultants, contractors and suppliers (**QMS Media People** or **QMS Media Person**).

Values

The Code is grounded in QMS Media's fundamental values, which derive from our obligations to give proper regard to the interests of people and organisations that have a stake in QMS Media's activities, including:

- **Do The Right Thing** – We are honest, transparent, and respectful in our actions
- **Never Sit Still** – We are driven by ambition; a feeling that we'll never "arrive" but consistently evolve and innovate.
- **Thrive On Innovation** – We are curious and future-focused. We love a challenge and deliver creative solutions with passion.
- **Put People First** – We value the people around us. These relationships are critical to our success, and we listen and act to honour them.

Such a set of principles as this Code provides cannot be comprehensive. If in doubt, QMS Media People should ask themselves:

- do I believe the action I am taking is right – am I being fair and honest?
- is the action legal? (If in doubt, do not do it.)
- would I or QMS Media be embarrassed if my action was disclosed publicly?

If a QMS Media Person is not sure that a proposed action is appropriate, they should ask their manager, the QMS Media Company Secretary, QMS Media Legal or QMS Media People and Culture departments for guidance before acting.

RESPONSIBILITIES

It is the responsibility of all QMS Media People to comply with this Code:

- act with integrity – being honest, fair and trustworthy in all business dealings and relationships;
- avoid conflicts between QMS Media's interests and personal interests;
- protect QMS Media's business assets;
- respect and abide by our obligations to fellow employees, shareholders, customers, suppliers, competitors and the communities in which QMS Media operates; and
- act within the laws and regulations affecting business conduct.

It is the responsibility of all QMS Media People, including managers and other leaders, to ensure ethical conduct is recognised and valued throughout QMS Media.



QMS Media employees are required to acknowledge that they have read this Code and will and have complied with it. This may be done on a yearly basis.

We are committed to open and frank communication in QMS Media workplaces. No QMS Media Person will be subject to retaliation by QMS Media for reporting, on reasonable grounds, a possible violation of this Code. All QMS Media People are encouraged to speak up about any unlawful, unethical or irresponsible behaviour.

Responsibility and continuous improvement of this Code.

The QMS Media directors are responsible for the contents of this Code and its updating as required to ensure that it remains consistent with both QMS Media's legal and community responsibilities and QMS Media's strategy and culture. The QMS Media CEO and managers at all levels of QMS Media are responsible for ensuring that all employees understand and follow this Code.

QMS Media employees input to this Code is welcomed and should be directed to the QMS Media Company Secretary or QMS Media's People and Culture or Legal departments.

Consultants' responsibilities.

Individuals or organisations consulting for, or representing QMS Media, must comply with this Code in the same way as QMS Media employees. QMS Media employees who engage consultants should ensure that they make any such consultant aware of relevant QMS Media policies, including this Code.

Responsibility to protect QMS Media's business and to use company resources correctly.

All QMS Media People must use their best efforts to protect QMS Media assets and other resources including plant, equipment and other valuable property including confidential information and intellectual property such as patents, trademarks and copyrighted material, from unauthorised use, loss, theft and misuse.

To ensure important information about QMS Media is distributed fairly and openly to the public, as required by law, outside requests for information shall be dealt with by authorised people only. QMS Media People should refer requests from the media to the Chief Operating Officer – Corporate or the Chief Operating Officer – Customer.

The use of QMS Media time, material, or facilities for purposes not directly related to company business, or the removal or borrowing of QMS Media property without permission is prohibited. Incidental personal use of such QMS Media resources is permitted.

Using social media responsibly.

All QMS Media People are expected to use social media responsibly, respectfully and safely. QMS Media People are representatives of our business and it is important to remember that content shared on social media can exist indefinitely and be seen by a much larger audience than intended.

More information is available in QMS MEDIA' *Social Media and IT policy*.



Protecting confidential information.

QMS Media People are responsible to ensure that confidential information relating to customers, work colleagues and QMS Media operations and suppliers is properly protected. Such information cannot be shared, including via any form of social media (eg LinkedIn) unless allowed or required under relevant laws or regulation or agreed by the person or organisation whose information it is.

Responsibility to individuals.

QMS Media is committed to the fair and equal treatment of all its employees and abides by the employment laws of the countries in which it operates. QMS Media people and candidates for employment shall be judged on the basis of their behaviour and qualifications to carry out their job without regard to race, gender, religion, sexual orientation, disability, age, marital status or political belief or any other aspect protected by law.

QMS Media does not tolerate discrimination, including sexual, physical or verbal harassment or other demeaning behaviour against any individual or group of people. QMS Media does not tolerate bullying, violence or threats of violence.

More information is available in QMS Media's *Diversity Policy* and *Equal Opportunity (EOO), Bullying and Non Harassment Policy*, QMS Media's *Anti-nepotism Policy* as well as QMS Media's *Privacy and Confidentiality Policy*.

Acting responsibly on workplace health, safety, and the environment.

At QMS Media, we regard management of workplace health, safety and the environment (**WHSE**) as an integral and very important part of our business.

We believe that all injuries, occupational illnesses and environmental incidents can be prevented. Management is accountable for safety and environment performance, and all QMS Media People are expected to take personal responsibility and be involved in setting standards and improvement initiatives.

We have adopted a common approach to managing WHSE across QMS Media. This approach incorporates a *Health and Safety Policy* and *Environment Policy*, work, health, safety and risk contractor agreements, company commitments, management system and reporting and auditing, which ensures that QMS Media and its people are properly discharging their responsibilities.

All QMS Media People are responsible for reporting safety hazards and work-related accidents and injuries.

There are strict WHSE protocols for contractors and suppliers as well as for employees to ensure the safety and well-being of all people on QMS Media sites.

As part of providing a safe and healthy workplace, QMS Media will not tolerate employees or anyone else taking illegal drugs on or to our sites, nor employees (or anyone else) carrying out QMS Media business while impaired by drugs including alcohol. Smoking is not allowed on QMS Media sites.

More information is available in QMS Media's *Health and Safety Policy* and *Environment Policy*.

AVOIDING CONFLICTS OF INTEREST

QMS Media People must avoid any situations involving divided loyalty or a conflict between their personal interests and those of QMS Media. QMS Media People faced with an actual or potential conflict of interest must discuss it with their manager, QMS Media People and Culture or the QMS Media Company Secretary.

In particular:

- employees and any organisation in which they or their family have a significant interest must not compete with, or have business dealings with QMS Media;
- employees must not work or consult for, or have any other key role in, an outside business organisation which has dealings with QMS Media or is a competitor of QMS Media; and
- employees must not make improper use of their employment with QMS Media, their position or role in QMS Media, or information obtained, to gain an advantage for themselves or anyone else.

GIFTS, GRATUITIES AND ENTERTAINMENT

QMS Media People do not give nor take bribes, kickbacks or gratuities or any other payments for favourable treatment or as an inducement for doing business. However, QMS Media allows the acceptance of *token* gifts and entertainment provided they are appropriate to the intended business purpose and consistent with local business practice and laws.

QMS Media People do not seek to gain special advantage for QMS Media, themselves, family members, friends or associates through the use of business gifts, favours or entertainment, if it could create even the appearance of impropriety. QMS Media People act in a way that is fair and reasonable, and family or other personal relationships do not improperly influence their decisions. Business entertainment should be modestly scaled and clearly for business purposes. Gifts and entertainment should not be offered to a customer or supplier whose organisation does not allow this.

QMS Media People may accept gifts, favours, or entertainment only if they would not create embarrassment, and:

- are a common courtesy associated with normal business relationships;
- cannot in any way be construed as a bribe, pay-off, or business inducement; and
- do not commit any employee, QMS Media, or any other party to an obligation concerning business.

If a QMS Media People has any doubts about an issue, they should discuss it immediately with their manager or QMS Media People and Culture.

ACTING RESPONSIBLY WITH CUSTOMERS, SUPPLIERS AND OTHERS

QMS Media People dealing with customers, suppliers or competitors must fully comply with trade practices and modern slavery laws. If another employee or outside party suggests a breach of these laws this must be immediately reported to QMS Media Legal department.

QMS Media will be fair and honest in our dealing with suppliers as set out in QMS Media's *Code of Conduct – Ethical Sourcing and Modern Slavery Policy*. QMS Media's purchasing decisions must be based on such commercially competitive factors as quality, price, and consistent reliability and a supplier's level of service.



RESPECTING HUMAN RIGHTS

QMS Media is committed to upholding human rights. We are committed to identifying any potential or actual adverse impacts of our business operations and supply chains on the human rights of others. Where appropriate we implement prevention, mitigation and remediation processes.

All QMS Media People are expected to uphold the human rights of others.

More information is provided in QMS Media's annual *Modern Slavery Statement*.

WHISTLEBLOWER PROTECTION

All QMS Media People are encouraged to report any actual or suspected fraudulent or unethical reportable conduct. QMS Media's Whistleblower Policy provides more information on how to report these actions. QMS Media is committed to ensuring that anyone who, in good faith, comes forward to report such behaviour will be protected by QMS Media without fear of victimisation, harassment or discriminatory treatment.

More information is provided in QMS Media's *Whistleblower Policy*.

COMPLYING WITH THE LAW

QMS Media will only conduct business by lawful and ethical means, no matter how fierce the competition, or how high the stakes may seem to employees. Legal responsibilities change and employees at all levels must keep themselves informed and comply with all legal responsibilities.

In particular, depending on their individual responsibilities, QMS Media employees must be familiar with occupational health, safety and environment laws and regulations, modern slavery legislation as well as QMS Media policy and responsibilities for safety, health and the environment and modern slavery.

If employees do not understand their responsibilities and QMS Media's obligations, they must seek guidance from their manager or QMS Media's Legal department.

REPORTING INCIDENTS AND NON-COMPLIANCE WITH THIS CODE

QMS Media takes the values and responsibilities outlined under this Code very seriously. Any QMS Media Person who becomes aware of a possible breach of this Code should report this to their manager, the QMS Media Company Secretary or QMS Media's People and Culture department. Such reports will be treated confidentially to the extent possible consistent with QMS Media's obligation to deal with the matter openly and according to applicable laws. No QMS Media Person will be subject to retaliation or disadvantage for reporting in good faith a possible violation of this Code.

To ensure QMS Media values and culture is upheld, the directors will be informed of any material incidents reported under our incident reporting policies.



CONSEQUENCES FOR NON-COMPLIANCE WITH THIS CODE

Adherence to this Code and QMS Media's policies is a condition of employment at or engagement with QMS Media. Breaches of the Code may be subject to disciplinary action including termination of employment, if appropriate. In addition, criminal and civil penalties for individuals may apply for serious breaches.

REVIEW OF CODE

This Code will be reviewed as required having regard to the changing circumstances of QMS Media and to ensure continued compliance.

Developed: 16th August 2021

Reviewed: 12th July 2023