



**BEST & LESS GROUP HOLDINGS LTD
ACN 642 843 221**

(the Company)

CODE OF CONDUCT

ADOPTED ON 25 JUNE 2021

1. INTRODUCTION

The Company is an organisation which strives to act with respect, honesty and integrity in its business interactions and to be a respected in the industry and the communities in which it operates.

The Company places the utmost importance on maintaining our reputation as an organisation which operates legally and ethically.

The aim of this Code of Conduct is to:

- (a) provide guidance on the standard of behaviour expected of the Company employees;
- (b) ensure the highest ethical standards are maintained within the Company; and
- (c) ensure the reasonable expectations of the Company's stakeholders are met.

The Code of Conduct has been approved by the board of the Company.

The Code of Conduct will be reviewed regularly to ensure that it is operating effectively and if there are any changes that are required to the Code.

2. WHO THE CODE OF CONDUCT APPLIES TO

The Company Code of Conduct applies to employees, directors and other officers of the Company. The Company Code of Conduct also applies to all others who work for, act on behalf of, or represent the Company, including contractors and consultants.

The term "employee" is used throughout the Code of Conduct to refer to all those who are expected to follow the Code of Conduct.

As someone engaged to perform work at the Company, you have an obligation to not only adhere to the Code of Conduct but also to report any breaches to your manager or People and Culture representative. You can also use the Support Line to voice your concern – 1800 076 000.

3. OUR OBJECTIVE

The Company's aim is to deliver outstanding and sustained value to our shareholders, customers, employees and other key stakeholders by focusing on the following objectives:

- (a) act with respect, honesty, integrity and fairness;
- (b) meet the needs of customers on a reliable, competitive and professional basis.
- (c) provide a safe and rewarding workplace for all employees where people make a real and worthwhile contribution to the achievement of our business objectives; and
- (d) reward good performance and provide opportunities for career advancement.

4. **OUR VALUES**

Our Values & DNA define **Who** we are & **How** we act:

- Drive for Results
- Empathy and Value for Customers
- Resourceful and Adaptable
- Do the Right Thing
- Work Together
- Genuine and Down to Earth

5. **PROFESSIONAL BEHAVIOUR**

Employees are expected to maintain the highest level of professional conduct in their interactions with each other and in representing the Company.

Employees must ensure they:

- (a) act in the best interests of the Company;
- (b) do not bring the Company into disrepute;
- (c) do not knowingly participate in any illegal or unethical activity;
- (d) devote their whole time, attention and ability to the business of the Company while at work;
- (e) do not enter into any arrangement or participate in any activity that would conflict with the Company's best interests or that would be likely to negatively affect the Company's reputation;
- (f) do not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
- (g) comply with all of the Company's policies, procedures and practices as varied from time to time;
- (h) disclose and deal appropriately with any conflicts between their personal interests and their duties as a director, senior executive or employee;
- (i) report breaches of the code to the appropriate person or body within the Company;
- (j) act with honesty and integrity; and
- (k) treat everyone with respect and dignity and not engage in bullying, harassment or discrimination.

6. **ANTI-BRIBERY, CORRUPTION, ENTERTAINMENT, GIFTS AND OTHER DEALINGS WITH SUPPLIERS**

The Company is committed to acting professionally, fairly and with integrity in all our business dealings and relationships. Accordingly, the Company applies a zero-tolerance approach to bribery and corruption.

This part of the Code of Conduct applies to all the activities of all lines of business of the Company, and applies to employees (including interns and secondees), officeholders (including directors) and contractors (including consultants, service providers, suppliers and business partners).

Bribery and Corruption

Bribery means the giving, offering, promising, requesting, agreeing to receive or, receipt or acceptance of any advantage, which need not be financial, including any payment, gift, loan, fee, or reward, to or from any person in order to influence them corruptly or improperly in the exercise of their duty.

Corruption means an act or omission for an improper or unlawful purpose, which involves the misuse or abuse of public or private office or power for personal gain.

The Company seeks to ensure that none of its employees, officers or contractors make or accept, or agree to make or accept, payments which may constitute bribery as described above, or engage in conduct that is, or may reasonably be considered, as being corrupt. All employees and directors are also expressly prohibited from paying any secret commissions to those acting in an agency or fiduciary capacity.

Bribery and corruption are very serious offences. Breach of this policy by a person:

- (a) could expose the person to severe criminal (a fine or imprisonment or both) and civil penalties (a fine); and
- (b) will be regarded by the Company as serious misconduct which will lead to disciplinary action, including termination of employment, office or contract, as the case may be.

Training

All directors and employees will receive general anti-bribery and corruption awareness training annually. This training may be facilitated either on-line or face-to-face. Non completion of anti-bribery and corruption training will be escalated and may result in disciplinary action.

Additional training will be provided to those team members in designated roles as determined by the Chief Executive Officer (**CEO**). The designated roles will be those that are determined to be of a higher exposure to a bribery and corruption risk.

Gifts and entertainment

You must not accept or provide gifts or entertainment that obligate or appear to obligate the recipient. These specific guidelines ensure clarity and consistency.

Gifts - you are not allowed to keep a gift without the consent of the CEO. All other gifts must be delivered to your relevant senior leadership team (**SLT**) member and will be donated to a central, shared pool. Any gift received should be recorded in a record of gifts, maintained by a delegate of the CEO.

Meals and Entertainment - you may accept invitations for meals and entertainment on an occasional basis to develop appropriate business relationships, subject to guidelines. As a guideline, attendance to one supplier's meal invitation per half year is acceptable. Entertainment event invitations are subject to approval from a member of the SLT. Any invitations outside of guidelines require consent of the CEO.

Business related functions – you may attend business functions (where your business contact is also present) with prior approval from a member of the SLT.

Note: the acceptance of travel and/or accommodation is strictly prohibited. All entertainment/meals are to be conducted in good taste and in establishments which are generally recognised as appropriate for social business gatherings. You are expected to maintain an appropriate and professional level of conduct at all times. Where any doubt exists regarding the acceptance of any gift or entertainment, advice should be obtained from the CEO.

Dealings with suppliers

Supplier/vendor engagement and relationships are to benefit the interests of the Best & Less Group and must not be influenced by personal relationships. Delegations of Authority by business activity must be strictly adhered to. Our key expectations of our Suppliers/vendors include great product; consistent quality; good margins; reliable service; on time deliveries and confidentiality. As a business, we promise a business relationship which encourages a level playing field; respect; transparency, accountability and the opportunity to grow.

Donations and sponsorship

If the Company is considering undertaking any corporate sponsorship, such engagements will be considered on a case by case basis to ensure they do not constitute or give the impression that the sponsorship has been made in order to obtain an unfair advantage.

The entry into or ceasing of any proposed corporate sponsorships must be approved by the Chief Executive Officer.

Political expenditure

Should the Company consider undertaking any political expenditure (including political donations), this will only be undertaken with the express approval of the CEO and the Chairperson of the Board and must be recorded in the Company's Political Donations Register. The Chief Financial Officer will maintain this register.

Employees who wish to attend conferences, dinners or other events run by political candidates, parties or groups, must obtain prior approval from the CEO. An event of this kind must not exceed a cost of no more than \$150 per person or \$2,000 in total and must be recorded in the Gifts and Entertainment Register.

Business interactions with any political party, politician or public official must also be approved by the Chief Executive Officer.

Escalation and whistleblowing

Any potential incident involving bribery or corruption should be dealt with immediately.

Whistleblower protections may be made available to those that speak up about behaviour that involves bribery or corruption. Our Whistleblowing Policy outlines the process by which such matters can be raised.

Compliance monitoring and review

The Board or senior executives with the appropriate delegations of the Board will undertake monitoring of adherence to the Company's compliance with anti-bribery and corruption policies. The General Counsel will periodically review the policy to check that it is operating effectively and whether any changes are required to the policy.

7. COMPLIANCE WITH THE LAW

Employees of the Company must respect and attempt to observe all laws and regulations that apply to the Company and its operations. This requirement means employees should

understand the laws and regulations relevant to them, as an ordinary person, in relation to their specific job and the country in which they are working.

Employees of the Company are expected to comply not only with their legal obligations but also to act ethically and responsibly in their interactions with each other and in representing the Company.

The Company reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or a breach of the law.

8. HONESTY AND COMPANY REPUTATION

The Company will not tolerate theft of goods, money or property, fraudulent activity, the improper use of company assets or wilful or reckless damage to company property or the property of a colleague, customer or visitor. The Company accepts that, during the normal course of doing business, employees may come into receipt of sample products. All sample products remain the property of the Company. Any unauthorised removal of sample products from the premises, or unauthorised use of sample products is regarded as theft. This is also relevant to donated or items for fund raising released by the business.

You should not act in any way that could cause harm to the reputation or market position of the Company, either during your employment or after you have left the Company. You have a duty to act at all times in a manner that merits the continued trust and confidence of the public.

9. CONFLICTS OF INTEREST

The Company supports the involvement of its employees in community activities and professional organisations. However, outside employment or activity must not conflict with an employee's ability to properly perform their work for the Company, nor create a conflict (or the appearance of a conflict) of interest. A conflict of interest arises when there are competing interests which cannot be met at the same time.

Employees owe their first business loyalty to the Company. Any employee who wishes to take up any form of employment outside of their employment with the Company which relates to an organisation that has, or is seeking, a business relationship with the Company or competes with services provided by the Company must seek the approval of the Chief Executive Officer.

Employees will not be permitted to take up any position as an employee, director, partner, agent, contractor or consultant which compromises, or is in conflict with, the performance of, and responsibilities of, their employment with the Company.

Professional members should be careful to avoid acting in conflict with the Company when representing their profession.

10. CORPORATE OPPORTUNITIES

Employees must not take advantage of property, information, or other opportunities arising from their position with the Company.

11. THE COMPANY'S RESOURCES AND ASSETS

Employees must use the Company's resources (including computer facilities, information systems and electronic resources such as Internet and email) and premises appropriately, responsibly and in the best interests of the Company.

Employees must take all necessary steps to ensure that:

- (a) the Company's resources and assets, including funds, equipment and information, are protected; and
- (b) the Company's resources and assets, including funds, equipment and information, are used only for the purpose for which they were intended to be used and are used in accordance the Company policies and procedures.

Company property and merchandise must not be removed from any Company premises without proper authorisation. This includes any samples of merchandise that have been received or any merchandise required from stores for fashion parades, advertising etc. If, for business reasons, removal is necessary, approval must be obtained from the appropriate member of the Senior Leadership Team.

12. **USE OF ELECTRONIC RESOURCES**

All employees must use the Company's computer facilities, information systems and other electronic resources appropriately, responsibly and in the best interests of the Company.

Unauthorised access to confidential information is prohibited.

Company email, IT resources and the internet are for business purposes. All messages transmitted by email are treated as business messages and constitute the property of the Company. Abusive or offensive email or files, including pornography, must not be sent, and if received, must immediately be deleted (and the sender informed that such activity is against our policy and must cease immediately). Similarly, under no circumstances are you permitted to download inappropriate or offensive material, including pornography, from the Internet. All user passwords and access procedures are confidential and must not be divulged.

You must only use approved company software/technology at work unless expressly authorised by the IT Manager or delegated personnel. Software or computer files should not be copied for business or personal use.

Use the telephone professionally and efficiently at all times. Always answer promptly and courteously. Use of the telephone for personal matters should be kept to a minimum.

13. **HEALTH AND SAFETY**

Our mission is to ensure the company provides a safe and healthy environment for all our employees. We believe our employees are the company's most valuable assets, that most injuries are preventable, and that health, safety, welfare and work environment are of utmost importance.

All appropriate laws and internal regulations (including occupational health and safety laws) should be fully complied with. All employees have obligations to assist in ensuring that this situation is maintained at all times.

Employees must always ensure they abide by all policies and procedures in relation to Health, Safety & Environment (**HSE**). All stores are equipped with a HSE Management System Manual, and employees must familiarise themselves with this manual. Employees will be provided with training in relation to these polices and procedures on a periodic basis.

You have an obligation to the Company and fellow colleagues to follow all health and safety policies, and to report any observed hazards, incidents or injuries to your manager or relevant human resources manager immediately.

14. **ALCOHOL, DRUG AND TOBACCO USE**

You are not permitted to:

- (a) use, possess or traffic illegal drugs on any company premises;
- (b) attend work suffering from the effects of drug use, alcohol or illegal substances; or
- (c) consume alcohol at work (including during breaks, meal periods or business lunches) without the approval of the CEO or Head of People and Culture.

Smoking is not permitted in any of our premises. This applies to all employees and visitors at all times. Customers should also be asked to comply. Smoking breaks are only permitted during designated meal periods. Smoking breaks are not permitted during normal working hours. Employees must not be impaired by alcohol or legal or illegal drugs while at work or when performing their duties and they must respect all restrictions applying to cigarette smoking.

15. **DIVERSITY AND EQUAL EMPLOYMENT OPPORTUNITY**

The Company will strive to create an environment in which employees are able to realise their full potential.

The Company is an equal opportunity employer. Equal employment opportunity refers to employment practices that are designed to enable existing and potential employees to compete on their merits for employment, promotions and opportunities for progression, without reference to irrelevant personal characteristics.

16. **ANTI-DISCRIMINATION, BULLYING AND HARASSMENT**

The Company will not tolerate any form of discrimination, harassment, bullying or victimisation or other behaviour where the purpose or effect, even if unintended, is to create an offensive, hostile or intimidating work environment or which disrupts another person's ability to work.

The Company considers discrimination, harassment and bullying to be serious workplace issues. The Company seeks to promote a working environment free of these behaviours.

Employees who know or suspect that such behaviour has occurred or is occurring should report this behaviour to their manager or relevant human resources manager.

17. **CONFIDENTIAL INFORMATION**

Confidential information is a valuable business asset and includes all information concerning any past, present or future business, operations or affairs of the Company that has not been disclosed to the public.

Employees must not use, disclose or copy confidential information unless appropriately authorised or required by law. Employees must also use their best endeavours to ensure that third parties do not use, disclose or copy confidential information, except to the extent necessary for the employee to perform their duties. All Company documents should be properly safeguarded at all times, whether on Company premises or otherwise. They should never be falsified, manipulated or destroyed before the regulated legal statutory period.

An employee's obligation to maintain the confidentiality of the Company's confidential information continues after their employment ends.

18. **INTELLECTUAL PROPERTY**

Employees who participate in the development of processes or products that will be used by the Company, or who have access to the results of that type of work, must treat the intellectual property associated with those processes or products as the property of the

Company both during and after their period of employment or involvement with the Company.

19. **PRIVACY**

The Company is committed to recognising and respecting the privacy of our customers and employees. We are also aware of our obligations under applicable privacy legislation governing the handling of personal information.

We will only use personal information for the purposes for which it has been disclosed to us. The Company will only collect personal information from our employees ethically and lawfully and in a manner which is not unreasonably intrusive. However, we may use or disclose an employee's personal information where this is necessary to prevent a serious threat to health or safety, or is required by law, or to enforce the law.

20. **CUSTOMER SERVICE**

We strive to provide exceptional service to all customers at all times. Our internal and external customers should be provided with the products and services they want at the highest possible standard, and we should treat them with respect. Your decisions and actions will be evaluated in terms of their impact on customers and customer relationships

21. **ENVIRONMENTAL SUSTAINABILITY**

We understand that as a business we have an impact on our environment and community. We are constantly looking for ways to reduce our carbon footprint. At an individual level, we are conscious of making sensible decisions and ask all employees to strive to reduce wasteful practises.

22. **CHILD PROTECTION**

All employees, contractors and consultants have a responsibility to act appropriately when dealing with a child. Under the relevant legislation, a child is defined as a person under the age of 18 years and so may include a customer or an employee.

23. **VIOLENCE AND WEAPONS**

The company will not tolerate violent behaviour in the workplace. This includes acts of physical violence, aggressive behaviour, bullying, verbal threats or abuse directed at another colleague, customer or visitor, provoked or otherwise. You are not permitted to carry or bring any dangerous weapons into company premises or vehicles. This includes firearms of any description.

24. **STATEMENTS TO THE MEDIA**

Unless authorised, you are not to make statements to the media or to Government officers about the Company (excluding Emergency Services and Regulatory Authorities). Any requests for information relating to the Company must be referred to the Chairperson of the Board or the CEO.

25. **ABSENTEEISM**

If you are unable to attend work or are going to be late, you must advise your manager as soon as possible prior to your normal commencement time. All absences including sickness, compassionate leave and personal carer's leave must be recorded promptly using the correct procedure applicable to your role. Repeated or unexplained absenteeism (including lateness) will not be tolerated and will be considered a breach of company policy.

26. **LEAVING THE COMPANY**

On leaving the company, you must surrender any company assets, items or documents containing business information

27. **BREACHES OF THIS CODE OF CONDUCT**

The Company recognises that breaches of the Code of Conduct may occur from time to time. However, it should be clearly understood that the Company takes its commitment to the Code of Conduct seriously and any breach may result in disciplinary action or other penalties including dismissal or termination of the contract or engagement. In determining an appropriate sanction, the Company will act objectively and in accordance with any applicable provisions or requirements in an employment contract.

Outcomes of an investigation may include (but not limited to):

- (a) counselling;
- (b) caution or reprimand; or
- (c) dismissal proceedings under legislation (for example referring the matter to the police for potential criminal investigation).

If an employee, contractor or consultant intentionally acts in bad faith or acts maliciously, criminally or otherwise, in addition to other disciplinary action, Best & Less may seek to recover from the employee, contractor or consultant, the cost of any damages

Employees in supervisory and managerial roles must not approve or allow conduct which is in breach of this Code of Conduct. In these circumstances, disciplinary action may also be taken against the supervisor or manager.

If any employee, irrespective of the position they hold, becomes aware of conduct which breaches or is suspected to have breached this Code of Conduct, they must immediately report the conduct to the Company. Disciplinary action may be taken against an employee who fails to report an actual or suspected breach of this Code of Conduct.

VERSION CONTROL - CODE OF CONDUCT	
Date	Action
25 June 2021	Adopted by the Board