

Corporate Code of Conduct

Corporate Governance

1 May 2023



Document History

Approving authority
Board

Users

All personnel with a role in a Magentus company, including directors, executives, employees, contractors and suppliers.

Approval/Issue date

2 May 2023

Version

V2.0

Owner

The Group General Counsel
and Company Secretary

Version	Approver	Publish	Change
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V.1.1	General Counsel	3 March 2021	Updated branding
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1 Corporate Code of Conduct

1.1 Background

Magentus' objective is to deliver products that keep people and information safe. To achieve this objective, directors, executives, employees, contractors and supplier staff (**Users**) agree to abide by Magentus' values. As part of the values, Magentus' employees are expected to preserve and protect Magentus' reputation and standing amongst all its stakeholders.

This corporate code of conduct (**Code**) sets out the moral and ethical standards to which all Users must adhere in performing their duties to ensure Magentus maintains its reputation as an exemplary corporate citizen

2 Obligations

All Users:

- must act honestly, in good faith, with the highest standards of personal integrity and in the best interests of Magentus at all times;
- must act in accordance with the spirit, as well as the letter of this Code and any other applicable Magentus policy or law;
- have a duty to perform their functions reasonably expected for their role and exercise their powers with a degree of care and diligence that a reasonable person would exercise if they were performing that role in the same circumstances;
- must recognise that, in performing their role, their dominant purpose or object must be to serve the interests of Magentus' members as a whole, not the interests of any particular group of directors, senior executives, employees or other stakeholders or a director's, senior executive's or employee's personal or commercial interests. In circumstances of insolvency or near insolvency, the directors should note that their duty to act in the best interests of members may be overridden by a duty to act in the best interests of Magentus' creditors;
- must display behaviour in accordance with this policy and treat all parties with courtesy, dignity and respect and seek to eliminate all forms of bias, discrimination, harassment and vilification;
- must commit to creating a healthy and safe work environment for all staff and other parties;
- must not make improper use of Magentus' information or property available to them in order to gain a personal advantage or to cause detriment to Magentus;
- must not take improper advantage of their position or the opportunities arising therefrom to gain a personal advantage or to cause detriment to Magentus;
- must not knowingly engage in, or recklessly permit, the participation in any unlawful or unethical activity;
- must not enter into any arrangement or participate in any activity that would likely negatively affect Magentus' reputation;
- must not accept compensation (in any form) for services performed for Magentus from any source other than a Magentus group company;



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- comply with Magentus' Bribery, Corruption, Gifts & Hospitality Policy; and
- must not place themselves in a position where there is a reasonable possibility of conflict between their personal or business interests, the interests of any associated person (such as a spouse, a child, or close family friend), on the one hand, and the interests of Magentus or their duties to Magentus, on the other hand.

The action that a person will be required to take if they are faced with an actual or potential conflict of interest or duties in relation to a particular matter will depend on the nature and circumstances of the conflict and may include any of the following:

- fully and frankly informing the Board about the circumstances giving rise to the conflict;
- in the case of a director, abstaining from voting on any motion relating to the matter and excusing themselves from all board deliberations relating to the matter; or
- in the case of a director, where the conflict of interest, or potential conflict of interest is irreconcilable with their duties to the Magentus company on whose board they serve, resigning from that board.

If a person believes they may have a conflict of interest or duty in relation to a particular matter, the person should consult with the Magentus General Counsel and Group Company Secretary in the first instance, and (in the case of a director), with the Chairperson. The Chairperson must consult with the Board as a whole in respect of any actual or suspected conflict of interest or duty:

- must not disclose, or allow to be disclosed, Confidential Information received by a User in the course of the exercise of their duties unless that disclosure has been duly authorised by Magentus, or the person by whom the information was provided, or is required by law or any applicable listing rules;
- must not engage in conduct, or make any public statement likely to prejudice Magentus' business or likely to harm, defame or otherwise bring discredit upon or denigrate Magentus or its personnel. All Magentus group employees and contractors must comply with the Company's Continuous Disclosure and Communications Policy;
- In the case of a director, they:
 - must bring an enquiring, open and independent mind to Board meetings, listen to the debate on each issue raised, consider the arguments for and against each motion and reach a decision that they believe, to be in Magentus' best interests;
 - must be provided with an opportunity to put their views on issues before the Board or a committee on which they sit. While directors must treat each other with courtesy and observe the other rules in this Code, they should be able to engage in vigorous debate on matters of principle;
 - must not disclose the content of discussion at board meetings or committee meetings outside appropriate and responsible circles within Magentus with a legitimate interest in the subject of the disclosure, unless that disclosure has been authorised by Magentus' General Counsel and Group Company Secretary. This includes disclosures required by law (other than whistleblower complaints) or by any applicable listing rules;
 - must, unless exempted by the Board, co-operate in corporate governance procedures prescribed by the Board;



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- must, in the case of a non-executive director, devote such time as is necessary to properly carry out the duties of the non-executive director; and
- have an obligation, at all times, to comply with the spirit, as well as the letter, of the law and regulations that apply to Magentus and its operations and of the principles of this Code.

3 Implementation of this Code

3.1 Promotion of ethical and moral conduct

All Users of this Code are obliged to promptly report any concern about any serious misconduct, or any other reportable matter, initially in the case of a director, to the Chairperson, and in the case of a senior executive or employee, to the employee's supervisor. Reportable Conduct is defined in the Magentus Whistleblower Policy and reports may be made using the StopLine reporting hotline (<https://magentus.stoplinereport.com>); by email to magentus@stopline.com.au, or by phone on 1300 30 45 50 (in Australia) and 0800 066 5982 (in the UK). Allegations of material breaches of this Code will be reported to the Board.

Magentus' procedures ensure that reportable matters are dealt with fairly and promptly, and that sensitive information is dealt with appropriately. These procedures also ensure that those who report such concerns or violations are not disadvantaged in any way if they have reported such concerns or violations in good faith.

3.2 Other Policies

This Code should be read in conjunction with Magentus' other applicable policies, including the:

- Bribery, Corruption, Gifts & Hospitality Policy;
- Whistleblower Policy;
- Securities Trading Policy; and
- Diversity Policy.

4 Breaches of this Code

Breaching this Code may result in disciplinary action, which may include but is not limited to termination of employment.

5 Reporting

Any material breaches of this Code will be reported to the Board

6 Policy Adoption

This Policy was adopted on 28 May 2020 and is effective from 1 July 2020.

This policy is available on the Magentus website.

The Policy may be amended by resolution of the Pacific Group Topco Limited Board.