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## Code of Conduct

### Axiom Properties Limited (Company)

This Code of Conduct sets out the principles and standards which the Board, senior executives, management and employees of the Company are encouraged to strive towards when dealing with each other, shareholders, other stakeholders and the broader community.

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## 1 Integrity

The Board and senior executives are committed to, and it is the expectation that employees are committed to:

- (a) acting in accordance with the Company's Statement of Values;
- (b) conducting themselves with integrity and honesty in accordance with this Code of Conduct;
- (c) acting ethically and responsibly;
- (d) not knowingly participating in any illegal or unethical activities;
- (e) not entering into any arrangement or participating in any activity that will conflict with this Code of Conduct or negatively affecting the Company's reputation;
- (f) not taking advantage of the property or information of the Company for personal gain or to cause detriment to the Company;
- (g) not taking advantage of their position or opportunities arising from them for any personal gain;
- (h) treating fellow staff members with respect and not engaging in bullying or harassment;
- (i) maintaining the highest levels of professional conduct in their interactions with colleagues, business partners and in representing the Company in the community;
- (j) not discriminating on the grounds of people's race, religion, gender, mental status or disability;
- (k) being truthful and not misleading or making any false statements, nor misleading by omission;
- (l) not making promises or commitments that the Company does not intend, or would be unable, to honour; and
- (m) disclosing and dealing appropriately with conflicts of interest;
- (n) not entering into any arrangement or participating in any activity that would be likely to negatively affect the Company's reputation.

Directors, management and employees shall deal with the Company's customers, suppliers, competitors and each other with honesty, fairness and integrity and observe the rule and spirit of the legal and regulatory environment in which the Company operates.

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## 2 Responsibility to Shareholders

The Company aims:

- (a) to increase shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders and the financial community; and
  - (b) to comply with systems of control and accountability which the Company has in place as part of its corporate governance with openness and integrity.
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### **3 Respect for the Law**

The Company is to comply with all legislative and common law requirements which affect its business wherever it operates. Where the Company has operations overseas, it shall comply with the relevant local laws as well as any applicable Australian laws. Any transgression from the applicable legal rules or behaviour which is considered to be unethical, is to be reported to the Managing Director as soon as a person becomes aware of such a transgression.

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### **4 Conflicts of Interest**

Directors, management and employees must not involve themselves in situations where there is a real or apparent conflict of interest between them as individuals and the interest of the Company. Where a real or apparent conflict of interest arises, the matter should be brought to the attention of:

- (a) the Chair in the case of a Board member or the Managing Director;
- (b) the Managing Director in the case of a member of management; and
- (c) a supervisor in the case of an employee,

so that it may be considered and dealt with in an appropriate manner for all concerned.

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### **5 Protection of Assets**

Directors, management and employees must protect the assets of the Company to ensure availability for legitimate business purposes and ensure all corporate opportunities are enjoyed by the Company and that no property, information or position belonging to the Company or opportunity arising from these are used for personal gain or to compete with the Company.

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### **6 Confidential Information**

Directors, management and employees must respect confidentiality of all information of a confidential nature which is acquired in the course of the Company's business and not disclose or make improper use of such confidential information to any person unless specific authorisation is given for disclosure or disclosure is legally mandated.

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### **7 Employment Practices**

The Company will employ the best available persons with skills required to carry out vacant positions and observe the Company's *Diversity Policy*.

The Company will use its best endeavours to ensure a safe work place and maintain proper occupational health and safety practices commensurate with the nature of the Company's business and activities.

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## 8 Responsibility to the Community

The Company will recognise, consider and respect environmental issues and other community concerns which arise in relation to the Company's activities and comply with all applicable legal requirements.

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## 9 Responsibility to the Individual

The Company recognises and respects the rights of individuals and will comply with the applicable legal rules regarding privacy, and the use of privileged or confidential information.

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## 10 Obligations Relative to Fair Trading and Dealing

The Company will deal with others in a way that is fair and will not engage in deceptive practices.

The Company will use its best endeavours to only deal with business partners who demonstrate similar ethical and responsible business practices, in line with the views of the Company.

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## 11 Financial and other inducements

It is an offence to bribe a foreign public official under the *Criminal Code Act 1995 (Code)*. There are potentially serious consequences for breaching the Code including imprisonment. The Code describes a bribe as providing, causing or promising a benefit to another person where that benefit is not legitimately due. The Code makes this provision irrespective of whether the benefit is customary or perceived to be customary or tolerated.

Internationally, various similar legislation enables some other countries to prosecute their own citizens and corporations, as well as other persons within their jurisdiction, for bribery of public officials abroad.

The Company does not countenance the making of payments (including payments in kind such as gifts, favours, etc.) to influence individuals to award business opportunities to the Company or to make business decisions in the Company's favour.

In some countries employees may be asked to make small payments to low-level public officials or government employees which are sometimes called facilitation payments. These payments are sought to expedite or bring about routine services or actions by those individuals. The Company does not support making these payments as a matter of policy, and expects employees and officers to make every effort to avoid them.

Where a payment of this kind cannot be resisted the payment must, at a minimum, be approved by the employee's supervisor and be accounted for clearly and accurately. A record must be kept detailing the value of the benefit, the date on which the conduct occurred, the identity of the foreign public official and particulars of the routine government action that was sought to be expedited or secured.

In addition, the Company must maintain an accurate and auditable record of all financial transactions in accordance with generally accepted accounting principles. This includes maintaining appropriate records of all gifts, entertainment and payments to government officials, employees and others. Entries should not distort or disguise the true nature of any transaction.

This Code of Conduct does not prohibit any payments, including facilitation payments, where these payments are made in accordance with the Code and this Code of Conduct.

This Code of Conduct also applies to agents and third parties who are employed by the Company to represent its interests.

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## 12 Compliance with the Code of Conduct

Any breach of compliance with this Code of Conduct is to be reported directly to the Managing Director, Chair or Report and Investigation Officer (if one is appointed), as appropriate. The Company will ensure that a person who makes a report will not be personally disadvantaged. The Company will use its best endeavours to protect the privacy of the individual making the report and keep the information reported in confidence to the extent possible. Reports can be made anonymously. Anyone breaching this Code of Conduct may be subject to disciplinary action, including termination.

A director, senior executive, manager or employee of the Company may wish to take advantage of the Company's Whistleblower Protection Officer in accordance with the Company's Whistleblower Policy, which is located on the Company's website – <https://www.axiompl.com.au/about>.

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## 13 Periodic review of Code

The Company will monitor compliance with this Code of Conduct periodically by liaising with the Board, management and employees especially in relation to any areas of difficulty which arise from this Code of Conduct and any other ideas or suggestions for improvement of it. Suggestions for improvements or amendments to this Code of Conduct can be made at any time by providing a written note to the Managing Director.