

Code of Conduct

McMillan Shakespeare Group

People, Culture & Communications



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1. Introduction

This code provides guidelines on ethical issues and expected standards of behaviour while employed by or engaged in contract services with McMillan Shakespeare Limited (**MMS**) or any of its subsidiaries. It is a set of principles giving direction and reflects the McMillan Shakespeare (**MMS**) approach to business conduct.

The Code is also underpinned by our culture and values.

MMS' reputation as an ethical business organisation is important to its ongoing success. Accordingly, MMS expects everyone (included in scope) to be familiar with and have a personal commitment to meeting these standards.

All serious breaches of this Code must be reported to the Board or to a committee of the Board.

2. Scope

This code applies to all business units and subsidiary companies of MMS, including:

- All employees.
- Directors and secretaries of companies within MMS.
- Independent contractors directly appointed by MMS.
- Temporary resources via recruitment agencies.
- Contractors via a third party, holding a budgeted headcount position within MMS.

3. Related Information

Policies:

- Privacy.
- Securities Trading.
- Conflicts of Interest.
- Fraud.
- Whistleblower.
- Equal Opportunity.
- Diversity, Equity & Inclusion.
- Work Health and Safety.
- Acceptable Use of IT Systems.

4. Financial Integrity

The use of MMS funds or assets for any unethical purpose is prohibited. MMS has financial accounting and auditing procedures that are overseen by management, the Board Audit Risk and Compliance Committee and MMS' external auditor.

5. Business Agreements and Contracts

MMS expects to compete fairly and ethically for all business opportunities. Everyone involved in the negotiation of agreements and contracts must act in accordance with the law. Information on MMS competitors should not be gained through unlawful or deceitful means. All appropriate approvals must be obtained before contracts are executed. MMS is committed to meeting its contractual obligations.

6. Confidential Information

Confidential information, whether obtained from those with whom MMS does business or from sources within MMS, must be safeguarded. This is important, regardless of the form the information takes. This includes, but is not limited to, confidential information received from a customer or confidential information about a customer's transactions, MMS' internal assessment of the customer, confidential information about MMS' own business or financial condition (other than that publicly disclosed), and information about employees.

Accordingly, we will:

- Respect the privacy preferences of our customers and comply with all laws regarding privacy of customer information and our Privacy Policy.
- Communicate confidential information only to those entitled to receive it and advise the recipient that the information is confidential and instructed about restrictions on further dissemination.
- Not at any time, directly, indirectly or inappropriately, profit from confidential information obtained during the course of duties performed on behalf of MMS.
- Protect MMS' confidential information, intellectual property, brands and reputation. These are key company assets.
- Not use another company's confidential information without authorisation or misuse intellectual property.
- Take care in what we say, how, to whom and where. We will be especially careful when dealing with confidential information in public places, speaking on portable or mobile telephones, or sending confidential information by email or other electronic means.
- Continue to respect the confidentiality of information when we leave MMS.

7. Privacy and Intellectual property

Everyone is expected to comply with the Privacy Policy of MMS and each of its subsidiaries. Everyone is responsible for protecting MMS' intellectual property rights. All intellectual property generated in relation to MMS will be the property of MMS, unless otherwise agreed in writing.

8. Trading in Securities

Any trading of MMS securities must be done in accordance with the Securities Trading Policy.

9. Public Statements

Public statements have the potential to breach MMS' obligations in respect to confidential information and continuous disclosure. All public statements, press interviews or press releases may only be made with the approval of the MMS Chief Executive Officer (CEO), Chairperson or in accordance with the Delegation of Authority Policy. All publicly available publications such as the annual and interim reports, press releases,

marketing brochures, etc. must receive a legal and compliance review and endorsement prior to dissemination.

Accordingly:

- We will refer all inquiries from the media to the CEO or Chairperson or to a person authorised under the Delegation of Authority Policy, without providing comment.
- We will obtain approval from the CEO, Chairperson or a person authorised under the Delegation of Authority Policy before giving speeches or publishing written materials (other than in the ordinary course of business) on subjects related to MMS or its businesses.
- If we have any criticism of MMS, we will discuss any concerns internally rather than externally.

10. Legal Compliance

Everyone is expected to comply with all laws and regulations governing MMS' business and the policies adopted from time to time. If unsure, they should discuss their compliance obligations with their manager or a member of the Legal and Compliance Team.

11. Conflicts of Interest

Everyone has an obligation to avoid financial, business or other relationships which might be opposed to the interests of MMS, or which may conflict with the performance of their duties. Accordingly:

- We will avoid and/or disclose conflicts of interest in accordance with the MMS Conflicts of Interest Policy.
- We will conduct our outside activities and personal finances in a manner that does not compromise our position with MMS.
- Our interests will not influence, or give the appearance of influencing, any action, judgement, decision, or advice given for or on behalf of MMS.
- If we are not sure whether a conflict of interest exists or that a potential conflict may arise, we will consult (in the case of employees) with a member of the Legal and Compliance Team or (in the case of an officer) the Chairperson.

12. Conflicts of Interest Arising from a Personal Relationship

If you are in a welcome, consensual and reciprocated relationship with another team member, this does not constitute sexual harassment. However, you must disclose to your People, Culture and Communications (PC&C) representative or your Executive Leadership Team (**ELT**) member, on a confidential basis any such relationships. This is to allow for business consideration that the relationship does not demonstrate a situation where;

- One person is in a position to influence pay, career progression or other employment benefits, of the other.
- There is a power imbalance between parties (for example, seniority differences).
- The relationship is potentially disruptive to team dynamics or has potential reputational implications for MMS.

Should either party not disclose a personal relationship, this could constitute a breach of policy and be subject to disciplinary actions.

13. Fraud, Corruption, Unauthorised Gains and Irregular Transactions

We understand that fraud, corruption or acting in bad faith can affect us all, resulting in loss of jobs and opportunities.

Accordingly, we will:

- Not engage in any unethical or improper practices either to obtain business or for personal gain.
- Not be party to commercial bribery, bribery of public officials or establish so-called “slush funds” to facilitate bribery or other improper or questionable practices.
- Not give or accept improper payments, invitations, gifts, services, discounts, commissions, extraordinary hospitality, accommodation or travel, or any other gains from clients, contractors or suppliers where the potential gain is intended to inappropriately influence the outcome of business decisions or where we derive a personal benefit, unless in accordance with our Conflicts of Interest Policy.
- Comply with the MMS Fraud Policy.
- Report actual or suspected fraud or corruption internally or externally in accordance with the MMS Fraud Policy and/or the Whistleblower Policy.

Contact details for reporting fraud or corrupt practice either internally or externally through the external whistleblower service provider are provided in the relevant policies.

14. Equal Employment Opportunity and Diversity, Equity and Inclusion

MMS believes in and actively supports the principle of equal employment opportunity and diversity, equity and inclusion and expects everyone to practise and support this principle. MMS’ policy is to not engage in any discriminatory practices and to make employment and career decisions on the basis of individual ability, performance, experience, and MMS requirements.

MMS believes in fair evaluation and reward that is free from bias and is based on performance and merit. Management and team leaders have a key role in maintaining equity in their team and are responsible for ensuring the elimination of direct, indirect, and systematic discrimination in the areas of recruitment, selection, promotion, training and career opportunities.

Accordingly, we:

- Will act in accordance with the Equal Opportunity and Diversity, Equity and Inclusion Policies.
- Support the cultural, racial and other diversity that exists within MMS.
- Acknowledge that equity and social justice in the workplace is an integral part of achieving business results and sound management practice.

15. Discrimination and Harassment

MMS regards any personal, physical or sexual harassment as unacceptable. Discrimination occurs when a distinction is unlawfully made between individuals, based on protective attributes and assumptions so as to disadvantage one and advantage another. Discrimination can be direct or indirect.

Harassment is any unwelcome behaviour where a reasonable person would have anticipated the possibility that the person affected may feel threatened, unreasonably uncomfortable, humiliated, offended or distressed. It may be physical, psychological, visual, verbal or non-verbal conduct, and may take place online or offline (i.e. in person) or under the guise of anonymity.

Workplace bullying is when an employee or a group of employees in the workplace is subjected to repeated and unreasonable behaviour that creates a risk to health and safety. It does not include a reasonable management action.

Sexual harassment is any:

- Unwelcome sexual advance.
- Unwelcome request for sexual favours.
- Other unwelcome conduct of a sexual nature.

Any of the above behaviours that cause a person to feel offended, humiliated or intimidated, where a reasonable person could have anticipated such a reaction in the circumstances, is considered sexual harassment.

Sexual conduct is unwelcome when it is not invited or solicited by a person and the person regards the conduct as undesirable or offensive. Common forms of behaviour that some people may consider to be trivial or mild can contribute to an offensive or humiliating work environment for others.

Sexual harassment may involve a person harassing a member of the opposite sex or the same sex. The intention of the harasser is irrelevant.

MMS will investigate any concern raised and will take appropriate disciplinary action for breaches. We encourage everyone to report such conduct to their team leader, manager or **PC&C** representative. MMS will not tolerate any victimisation of individuals for raising a genuine concern or making a report about inappropriate workplace behaviour.

Accordingly, we:

- Share MMS' commitment to creating and maintaining a workplace and work environment that is free from harassment, sexual harassment, intimidation and offensive behaviour.
- Have the right to raise our concern to our team leader, manager or PC&C representative if we have been subjected to behaviour or material that we believe is offensive or humiliating. We are also encouraged to directly advise the perpetrator or sender of a message that it is offensive or inappropriate.
- Will act in accordance with the Equal Opportunity and Diversity, Equity and Inclusion Policies.

16. Work Health and Safety

MMS is committed to providing, so far as is practicable, a safe and healthy working environment for everyone and calls on all to work towards achieving this objective. A personal commitment and involvement by everyone is essential to establish and maintain a safe and healthy working environment. MMS expects and requires everyone to comply with Work Health and Safety laws and MMS Work Health and Safety Policies.

Those with a supervisory or managerial role are responsible at all times for monitoring that everyone under their management, direct or indirect, works in a safe and healthy working environment.

MMS undertakes to continue to work towards improving the level of safety:

- In the place of work.
- In the systems of work.
- Of equipment in the workplace.

- By hiring appropriately skilled individuals capable of efficiently and safely carrying out their function.
- Through adequate instruction in and supervision of the performance of work.

17. Smoking, the Use of Drugs and Alcohol, Gambling

A safe and healthy work environment is the responsibility of everyone. This obligation includes responsible behaviour with respect to the use of alcohol, drugs and tobacco when conducting MMS business and at MMS sponsored activities. Smoking, vaping, and the use, possession or sale of recreational, illicit or illegal drugs is not permitted on MMS premises.

Alcohol must not be consumed on MMS premises without the consent of the CEO or a member of the ELT. MMS acknowledges that there may be occasions where alcohol is consumed in connection with work i.e. social events. Notwithstanding this, everyone is expected to adhere to MMS' standards and policies, including but not limited to those contained in this Policy and the Equal Opportunity Policy.

Gambling is not permitted on MMS premises.

18. Use of MMS Resources

All MMS assets must be used for proper purposes during periods of employment or engagement with MMS. No property of MMS may be sold, loaned, given away, or otherwise disposed of, without proper authorisation. We will act in accordance with the Acceptable Use of IT Systems Policy.

19. Email and Internet

MMS email and internet systems have been developed to assist communication with customers, suppliers and between staff. These facilities may not be used for personal gain or in a manner which may breach the law or is inappropriate.

Inappropriate viewing and/or transmission of material through the internet or email is not, under any circumstances, acceptable behavior in the workplace.

Within MMS inappropriate viewing occurs where you have actively sought to view inappropriate or offensive material, images or information. Inappropriate material includes pornographic material, chain letters and material that knowingly contains defamatory or discriminatory remarks – see the Acceptable Use of IT Systems Policy.

Accordingly, we:

- Understand that MMS internet access is first and foremost intended for business communications. We also understand that our internet activity is logged and monitored (down to details such as which sites are visited and what is downloaded).
- Will act in accordance with the Acceptable Use of IT Systems Policy.

20. Professional Conduct and Ethical Standards

MMS promotes a culture where there are “no surprises” and one where everyone is supported for raising legal, ethical, quality, cost and other proper concerns. MMS takes seriously the obligations that corporations have to their employees, the community, society, and the environment. MMS does not believe that any business goal justifies compromising professionalism or integrity.

Accordingly:

- Our overall conduct will not compromise MMS' integrity or its reputation.

- We will conduct ourselves with openness, honesty, fairness and integrity in business transactions and in dealings with others.
- We will expect high standards also from those who represent us or do business with us.
- We will respect the dignity of those we work with and those we serve.
- We will communicate professionally, even when we disagree with the other party.
- We will act ethically and ask not only if something is legally OK, but also if it is the right thing to do.
- We will not “look the other way”.
- We will seek the assistance of others and look for objective information to make informed decisions.

21. Living the MMS Values

MMS' future success depends on our ability to live by the MMS values which serve to guide what we do, how we act, the decisions that we make and our ability to work together in close cooperation and mutual respect.

Everyone is expected to cooperate and support each other, and focus on our common links, not our differences.

22. What do you do if you Suspect Fraudulent, Corrupt or Unethical Behaviour?

Compliance with this Code is not always easy. Therefore we ask for your help.

If you suspect that any fraudulent, corrupt or unethical behaviour has occurred, you should report such an occurrence internally to your manager and / or a member of the ELT. Alternatively, you may choose to make an anonymous report in accordance with the Whistleblower Policy. All communications will be treated with the required degree of confidentiality.

A breach of this Code of Conduct may result in disciplinary action, which may include dismissal or termination of contract. In addition, legal action may be taken for serious offences.

On signing this Code of Conduct, you endorse the principles outlined in this document, and in doing so, agree to be responsible for your actions and decisions, act in the best interests of MMS, and carry out your obligations conducting all work-related activities in accordance with this code and MMS policies.

23. Agreement

I have read, understand and support the MMS Code of Conduct. I understand that should I have any queries regarding this Code of Conduct I should contact my manager and/or PC&C representative in the first instance.

Name	
Signature	
Date	