

Smarter Communities Code of Business Conduct and Ethics

1. Purpose

The purpose of the Code of Business Conduct and Ethics (**Code**) is to set out expected moral and ethical standards and basic principles and standards of professional behaviour required of the person to which the Code applies.

2. Scope

The Code applies to all employees of Smarter Communities Admin Pty Ltd and its related entities (**Company**), including directors, officers and employees' (**Employees/you/your**) including, without limitation, in the following circumstances:

- working onsite or offsite;
- attendance at a work-related conference; and
- attendance at a client or work-related social event.

This Code should be read in conjunction with the Company's other workplace policies.

3. Expectations and standards

Conduct

Employees are expected to conduct themselves as follows:

- act honestly and with integrity;
- show respect for people and property;
- be reliable and conscientious;
- demonstrate loyalty and commitment to the Company;
- promote a positive image of the Company;
- respond constructively to complaints and criticism;
- maintain confidentiality;
- strive for increased effectiveness; and
- be caring and empathetic with staff and customers.

Ethics

The Code addresses common legal and ethical issues that may be encountered whilst you are engaged by the Company. However, it cannot address every situation that may arise. If you are uncertain of the ethical action or inaction to take in a particular situation, consult a senior employee that you trust. Always act in the best interests of the Company and ask yourself the following questions:

- Is it illegal?
- Does it feel like the wrong thing to do?
- Would you feel uncomfortable if others knew about it?
- Will it have the potential to create a negative perception of you or the Company?
- Do you have a personal interest that has the potential to conflict with the interests of the Company?

Assets and finances

The Company's assets are to be used for legitimate business purposes and not for personal use. This includes but is not limited to Company-issued mobile phones and computers.

Employees must not abuse or misuse Company funds, including in relation to expense reimbursements. Any requests for reimbursement for authorised Company expenses must be for legitimate business expenses and such expenses should be documented and recorded accurately.

Complying with laws and other workplace policies

Employees must:

- comply with all relevant laws (as applicable); and
- be familiar and comply, with all workplace policies and procedures as they relate to your employment and as varied from time to time.

A breach of applicable laws and/or the Company's workplace policies and procedures may result in disciplinary action, including the termination of employment.

Confidential information and intellectual property

The Company's information and records are valuable corporate assets and must be managed with due care. Confidential information includes but is not limited to:

- client Information; and
- information that is the property of the Company (whether in writing or otherwise) given to or gained by you in confidence at any time, whether before, during or after your employment with the Company, that relates to:
 - trade secrets of the Company;

- information relating to the business plan, business affairs, business methods, financial affairs, accounts, marketing plans, sales plans, prospects, pitches, manuals, tenders, price information, supplier lists, research, management, financing, product, inventions, designs or processes of the Company;
- computer databases and computer software;
- client files, data surveys, client lists, supplier lists, client lists, specifications, technical data, detail sheets, designs, drawings, diagrams, plans, models, techniques, records and reports of the Company;
- private information provided to the Company by any arm of Government;
- private information provided to the Company by any of their clients,
- save and except for any information is part of the public domain.

During the course of their employment, an Employee may be involved in the creation, development or invention or intellectual property, which includes but is not limited to, ideas, concepts, methods, processes, inventions, confidential information and trade secrets, works of authorship, trademarks, service marks, and designs. All such intellectual property and the rights therein, such as copyrights and patents, are owned by the Company.

Immediately upon termination of an Employee's employment for any reason, or at the request of the Company, an Employee must return to the Company all property belonging to the Company in their possession or control including all confidential information and intellectual property in whatever form, mobile phones, computers, keys, disks, cards, documents, passwords, diaries, records and papers.

An Employees' obligations in relation to confidential information and intellectual property continue after the termination, cessation or completion of their employment with the Company.

Record management

The Company's books and records must be properly maintained in accordance with applicable laws.

Communication

The Company provides Employees with access to e-mail, the internet, telephones (office phones and in some cases, mobile phones) and other forms of communication for business use. Personal use should be limited during business hours.

Employees are prohibited from engaging in conduct that includes, but is not limited to:

- accessing internet sites containing obscene or offensive material;
- forwarding e-mails that contain obscene or offensive material; and
- sending e-mails that are derogatory or harassing to another person or group of people.

For more information, please refer to the Company's IT Acceptable Use Policy.

Employees must not email confidential information to their personal email accounts or maintain a copy of any confidential information on their personal computers or other non-work electronic devices (unless the Company has installed protective software on such devices). Employees have an obligation to take all reasonable steps to safeguard any confidential information that is removed from the office for legitimate business purposes (e.g. to be worked with at home or at external meetings).

Employees should also exercise caution when discussing the Company's business in public places such as elevators, restaurants, on public transport or when using your phone or email outside of the office. Employees must not leave confidential information in unattended conference rooms or in public places where others can access it.

Employees must ensure that the Company's network security is maintained through the appropriate use of passwords, where applicable.

Workplace surveillance

When using technology and devices supplied by the Company such as computers, servers, mobile phones and voicemail, any information sent or received is not private. Information technology is a business tool in which the Company may review your use and access at its discretion at any time.

The Company carries out computer surveillance including monitoring emails and internet access on a continuous and ongoing basis. Monitoring of emails and internet usage may include viewing visited internet pages and reading and storing emails.

Social media

In line with the approval process contained in the Company's Social Media Policy, Employees may post and comment on matters relating to the Company and its clients on social media platforms. For more information, please refer to the Company's Social Media Policy.

Political contributions and activities

Employees must not contribute or donate Company funds, products, services or other resources for any political cause, party or applicant without the prior written approval of the Chief Executive Officer.

Employees engaged in any political activity may do so at their own discretion, but without involving the Company or its assets.

Media/press communication

Employees must not communicate directly or indirectly with the media/press in relation to matters relating to the Company's business without prior written approval from the Chief Executive Officer.

Conflicts of interest

Employees must not, without prior written approval of the Company, either directly or indirectly be involved in any firm, corporation, entity or business (whether as principal, agent, partner, shareholder, director, employee, consultant or otherwise) which:

- conflicts with or could potentially conflict with the Company's business;
- competes with or could potentially compete with the business of the Company; or

- impairs or could potentially impair the Employee's ability to act in the best interest of the Company.

Zero tolerance of bribery

The Company values its reputation for conducting business with honesty and integrity. It is vital for the Company to maintain this reputation as it generates confidence in our business by our customers, clients and other persons, which ultimately means it is good for business.

The Company has zero tolerance in relation to giving or receiving bribes. If you are offered a bribe or feel that someone is attempting to influence your work practices by offering inducements of any sort, you must report this immediately to your supervisor or a senior employee.

Gifts

Employees must only give or receive gifts in line with the Company's Gifts & Benefits Policy.

Entertainment

Employees can accept modest entertainment from persons doing or seeking to do business with the Company, or to provide modest entertainment to such persons, provided the benefits are given in accordance with generally accepted business practices.

Employees must obtain prior written approval from the Chief Executive Officer before entertainment exceeding AUD\$500 is given or accepted. For more information, please refer to the Company's Travel & Entertainment Policy.

Cash

Employees must not use cash for any payment other than for the payment of minor consumables. Where minor consumables are paid for using cash, Employees must obtain a receipt as proof of payment.

Managing third party capital or money

Trust is at the core of the Company's relationship with its clients. Employees must exercise care and caution when managing third party capital or money. Impropriety when dealing with client's or customer's money or assets such as trust funds, will not be tolerated.

Outside interests

Employees must never use Company resources, including Company time or assets, to perform work on behalf of another business or for individual gain.

External appointments

Employees must obtain prior written approval from the Chief Executive Officer before accepting an appointment to a board or a committee of any entity outside the Company.

Authorisation

Employees must not enter into contracts or agreements on behalf of the Company, verbally or in writing, without the prior written consent of the Company.

Discrimination, harassment and bullying

Employees must not engage in discrimination, harassment or bullying. For more information, please refer to the Company's Workplace Behaviour Policy.

Health and safety

Employees are required to comply with their obligations under applicable work, health and safety legislation. For more information, please refer to the Company's Work, Health and Safety Policy.

Privacy

Employees must comply with all obligations regarding the collection, use and disclosure of personal information and sensitive information contained in applicable privacy and health laws and policies including the *Privacy Act 1988* (Cth), state or territory legislation and any relevant Company policies, each as amended from time to time. This information includes but is not limited to employee salaries and contact information.

4. Administration of the Code

Reports and complaints

Employees are encouraged to report any violation of the Code or other workplace policies to their direct manager, leader or a senior employee. If a violation of the Code or other workplace policy amounts to "reportable conduct" as defined in the Company's Whistleblower Policy, Employees are encouraged to make their complaint or report in accordance with the processes and procedures set out in the Company's Whistleblower Policy.

Confidentiality

Reports of violations of the Code or other workplace policies will be kept confidential to the extent possible having regard to the Company's obligations to investigate and address the violation. Employees can make an anonymous report if they feel more comfortable doing so, however, this may affect the Company's ability to investigate and address the violation.

Victimisation

The Company is committed to ensuring that any person who makes a complaint or reports a violation of the Code or other workplace policies, or acts as a witness or participates in any way in relation to a complaint or report, is not victimised.

Employees are encouraged to raise concerns regarding victimisation with their direct manager, leader or a senior employee.

5. Responsibilities

All Employees' responsibilities	Abide by the principles set out in the Code. Report any alleged breach of the Code to your direct manager, leader or a senior Employee. Complete and return the acknowledgement at the end of the Code to the People and Culture team.
Manager's responsibilities	Ensure that Employees reporting to you: <ul style="list-style-type: none">• complete and return the acknowledgement at the end of the Code to the People and Culture team; ;• understand and comply with the Code;• setting an example for all Employee in relation to meeting and upholding the principles set out the Code; and Report any alleged breaches of the Code to the People and Culture team.

6. Breach of the Code

A failure to comply with the standards set out in this Policy may result in disciplinary action up to and including the termination of employment.

7. Further information and advice

For further information and advice on the Code please contact the People and Culture team.