



## EUREKA GROUP HOLDINGS LIMITED (“EUREKA”)

### CODE OF CONDUCT

Eureka’s Code of Conduct (**the Code**) sets out key organisational values, principles and workplace practices required to be supported and followed by directors and employees of Eureka. The Code has been adopted by the Board, and outlines how Eureka expects its directors and employees to behave and conduct business. The objective of the Code is to:

- Provide a benchmark for professional behaviour; and
- Support Eureka’s reputation and its standing both in respect of its stakeholders and the community more widely.

Eureka is committed to the highest standards of behaviour and accountability and requires its directors and employees to be honest in all of their business dealings. Eureka must conduct its operations in compliance with all applicable laws and regulations, and observe both the letter and spirit of the law.

The overriding principle is that Eureka must operate legally, ethically, safely and with adherence to the highest standards of propriety and business ethics.

Eureka’s reputation is of the utmost importance. Directors and employees must not act in any way that could cause harm to Eureka’s reputation during or after their employment. Directors and employees have a duty to act in a manner that merits the continued trust and confidence of shareholders and the public generally.

#### 1. Conflicts of Interest

Directors and employees must act in the best interests of Eureka and avoid situations where they have personal interests or duties to other parties that are in conflict, or create the perception of a conflict, with Eureka’s interests.

A conflict of interest may be **real** or **perceived**. In the latter case, there may be no *actual* conflict of interest, but it may be perceived to be so. A director or an employee must not use their position or opportunities arising from their position, or take advantage of any property or information belonging to Eureka for personal benefit independent from the business of Eureka, or to benefit any other business or person (either directly or indirectly). A director or an employee must not use their position or Eureka’s information to cause detriment to Eureka.

**Directors** must comply with Eureka’s Board Charter, which sets out standards of behaviour for directors.

#### **Employees must:**

- immediately disclose to their manager (or to the Chair, in the case of the Chief Executive Officer) any situation where their private interests or other roles conflict or could be seen to conflict with their responsibilities as an employee of Eureka; and
- take all reasonable steps to avoid putting themselves in a position of conflict of interest. This may require them to excuse themselves from any decision-making process where they have an interest that influences (or that could be seen to influence) their ability to make an objective decision.



## **2. Company Property, Assets & Email**

Protection of Eureka's assets and information is critical to the interests of Eureka.

Directors and employees must not disclose or use confidential information relating to Eureka's business, its property and the persons with whom Eureka deals. Directors and employees must maintain the confidentiality of any information with which they deal, either while employed by Eureka, or after leaving Eureka, and not disclose it to any third party unless required to do so by law. If required by law to make disclosure, the person must inform the Chairman or Chief Executive Officer prior to disclosure, unless this would cause the person to breach the law themselves.

### **Trade secrets & intellectual property**

All inventions, discoveries and processes made by an employee during their employment with the Eureka remain the property of Eureka.

Eureka will hold all proprietary rights to intellectual property and trade secrets. This includes all ownership rights, copyright, patents, exclusive rights to develop, make, use, sell, licence or benefit from any inventions, discoveries, processes and improvements made during an individual's employment with Eureka.

### **Control of information**

Employees must:

- return all Eureka property including any documents or confidential information, on resignation or termination or on the request of Eureka or its representative; and
- if requested by Eureka or its representative, destroy or delete any confidential information stored in electronic, magnetic or optical form so that it cannot be retrieved or reconstructed.

Employees are responsible for protecting any Eureka property and assets that are under their control, and should safeguard them from loss, theft and unauthorised use. Eureka property and assets includes cash, securities, business plans, third party information, intellectual property, confidential information, office equipment and supplies.

Employees must not:

- use Eureka assets for any unlawful purpose or unauthorised personal benefit;
- remove Eureka property or documents from Eureka premises without a good and proper reason. Any Eureka property or documents should be stored in a secure manner and covered by appropriate insurances; or
- make improper disclosure, including inadvertent or careless disclosure, of competitive business strategies and plans, or any other information that is of value to Eureka. If an employee is unsure whether information is confidential, they should seek advice from their manager.

Employees should use common sense and observe appropriate standards when creating documents that may be retained by Eureka or a third party. Eureka's electronic communications system should not be used to access or post material that breach Eureka policy or any laws or regulations. Personal non-business use of Eureka's electronic communications system must be consistent with the company's policy.

Directors must comply with the Board Charter and the terms of their letter of appointment concerning confidential information and Company resources.



### **3. Privacy**

Eureka respects the privacy of employees and the privacy of others. Employees must respect and maintain the privacy of personal information held by Eureka regarding its clients, customers, employees and others. Personal information includes a person's name or address and other information regarding the person.

Eureka's activities may involve the collection, use and storage of personal information which has implications under the *Privacy Act 1988* (Cth). Employees must familiarise themselves and comply with:

- the privacy laws of Australia and where applicable, the laws of any jurisdiction where the Eureka may operate; and
- Eureka's privacy policies in relation to the collection, storage, use and disclosure of personal information.

### **4. Public Communications - Disclosure**

Directors and employees are responsible for the integrity of any information, reports and records controlled by them, and are expected to exercise a high standard of care when preparing material that may be publicly released.

Any such documents and materials should:

- comply with any applicable legal requirements;
- fairly and accurately reflect the matters to which they relate; and
- not contain any false or intentionally misleading information.

Only authorised persons may release media statements, make official announcements or speak to the media; normally this is the CEO or the Chair. If a director or employee is requested to provide information or speak to the media, they must refer the request to the CEO or Chair.

Eureka has a continuous disclosure and external communications policy which sets out the processes and policies aimed at ensuring compliance with Eureka's disclosure and communication obligations under the ASX Listing Rules and Corporations Act. A key element of the Policy is that the market must be informed of any information that may have a material effect on the price or value of Eureka's securities.

### **5. Workplace Practices**

#### **Equal opportunity & anti-discrimination**

Eureka is committed to:

- equal employment opportunity;
- compliance with the letter and spirit of fair employment practices and anti-discrimination laws; and
- a workplace free from any kind of discrimination, harassment or intimidation of employees.

Eureka will promptly investigate any allegation of harassment, bullying, victimization or discrimination and will take appropriate corrective action. Retaliation against individuals for raising claims of harassment or discrimination will result in disciplinary action, which may include dismissal.



### **Work health & safety**

Eureka has a duty of care to ensure the health, safety and well-being of its employees. Eureka is committed to providing a safe and healthy work environment and encourages all its employees to regard accident prevention and working safely as a collective and individual responsibility. Eureka will comply with all relevant health and safety (**WHS**) laws, related laws and regulations and any relevant industry codes of practice.

Employees have a legal duty to protect their own health and safety and to avoid adversely affecting the health and safety of any other person – they must familiarise themselves with Eureka’s work health and safety policies and all relevant procedures to provide a workplace that is safe and without risk to the health of others and themselves. Employees must follow any lawful and reasonable instructions consistent with Eureka policies and procedures.

The misuse of controlled substances or alcohol or the selling, manufacture, distribution, possession, use or being under the influence of illegal drugs in the workplace will not be tolerated.

### **Company reputation**

Employees must not act in any way during or after their employment that could cause harm to Eureka’s reputation or business. Employees must act in a way that merits the continued trust and confidence of the public.

### **Securities trading**

Eureka is committed to securities trading practices that comply with the law and avoid any real or perceived conflict of interest. Directors and employees must familiarise themselves with Eureka’s Security Trading Policy in relation to dealing with securities, and act in accordance with it in conducting any dealing, either in Eureka’s securities or the securities of any other company.

### **Bribes, inducements and commissions**

Employees must not pay or receive any bribes, facilitation payments, inducements or commissions (including any item intended to improperly obtain favourable treatment or avoid unfavourable circumstances). Employees must not give or receive any unreasonable gifts, meals or entertainment. . If in doubt, consult your manager beforehand, and in any event report the matter to your manager so that it can be recorded.

## **6. Whistleblowing**

Employees with genuine concerns about improper, unlawful or unethical conduct should communicate these concerns directly to the CEO or Chairman, or the Chairman of the Audit and Risk Committees. Any employee who submits a complaint in good faith can expect the matter to be treated as confidential, and need not fear dismissal or retaliation of any kind. Retaliation is itself a violation of Company policy and persons who victimise or retaliate against “whistleblowers” may be subject to disciplinary action up to and including termination, in accordance with applicable law.



## **7. Consequences of Breaches of the Code of Conduct**

The Code should be read in conjunction with all relevant Eureka policies which include policies dealing with privacy, health and safety and securities trading. Eureka requires all its Directors and employees to comply with all Eureka policies including this Code.

A breach of Eureka policy by an employee may result in disciplinary action, including dismissal.

Directors and Employees should also be aware that certain breaches may also result in civil or criminal action.

**Last reviewed by the Board on 21 August 2017**