

CODE OF CONDUCT

POLICY 1001

1. Policy

Michael Hill International Ltd (**Michael Hill**), in the conduct of our business, ensures that we adhere to our values and leadership promise in everything we do.

This Code of Conduct describes the expectations of our people. Our performance, reputation, work environment and business success depend on these standards being maintained.

This Policy demonstrates the commitment of Michael Hill's Board, Group Executive Team, Team Members and Workplace Participants to:

- (a) Display behaviour in line with our Values and Leadership Promise
- (b) Achieve the highest standards of performance and conduct
- (c) Avoid situations which could compromise the reputation or integrity of individuals or the company
- (d) Take responsibility for their actions and adhere to this Code of Conduct and its supporting policies and procedures.

2. Our Company Values

Our people and our values are all about showing we care, by creating outstanding experiences and always being professional and inclusive.



It is the responsibility of all team members to live these company values and operate with a high level of honesty, fairness and integrity, ensuring we comply with all relevant legislation and the standards of the communities which we are part of.

3. Leadership Promise

All leaders at Michael Hill are committed to creating a high performance, high trust culture, that is open, honest and committed to excellence. Our leaders are accountable for conduct in keeping with the following:

- We will treat you with respect and dignity.
- We will work to develop a good understanding of your work situation and your career aspirations.
- We will endeavour to help you learn, grow and realise your career ambitions.
- We will work to clarify organisational expectations of you and to responsibly ensure that you have the resources necessary to do your job.
- We will give regular feedback on your performance and recognise appropriately.
- We will share our strategy, performance and future potential with you, solicit your input and support, and responsibly empower you to act.

4. Scope and application

This policy applies to:

- (a) Directors or Officers of Michael Hill and its subsidiaries
- (b) Team Members (full-time, part-time, casual) of Michael Hill and its subsidiaries
- (c) Worker Contractors and Consultants of Michael Hill and its subsidiaries
- (d) All sites, operations and business activities of Michael Hill and its subsidiaries.

5. Conduct Expectations

The excellent reputation of Michael Hill to our customers, team members, candidates, shareholders, suppliers and the broader communities we are part of, is key to our business success. At Michael Hill we always communicate professionally and respectfully, and only provide information which is truthful and accurate.

The conduct of our people can impact on the company reputation not only during day-to-day business operations in our regular place of work but also during events (including conferences or team and company events), trade shows and through our activity on social media. It is therefore essential that our people conduct themselves in a professional, respectful and trustworthy manner at all times in accordance with this policy, the Respect at Work, Bullying and Harassment Policy and Social Media Policy.

Any conduct which could be seen as detrimental to the reputation of Michael Hill is not acceptable.

6. Health, Safety, Wellbeing and Security

At Michael Hill, we believe the health, safety, wellbeing, and security of our employees is paramount and we strive to achieve a zero-harm safety culture with the highest standards in workplace health and safety. We are committed to creating and maintaining a safe work environment, free from any hazards or risks that could compromise the wellbeing of our team members or customers. By working together, we can create a healthy, safe and secure work environment that fosters trust, respect and productivity.

It is essential that our people familiarise themselves with their work health, safety and security obligations and adhere to all health, safety and security rules, policies and procedures.

7. Honesty

At Michael Hill we believe that honesty and integrity are essential values that must be upheld in all dealings with the company, colleagues, customers and suppliers. We expect all team members to always act with integrity and honesty, and to conduct themselves in a manner that upholds the trust that others place in us. This means that team members should:

- Be truthful and transparent in all communications with colleagues, customers and suppliers.
- Not engage in any deceptive or fraudulent activities, such as falsifying records or misrepresenting information.

7.1. The company will not tolerate:

- (a) Team member dishonesty of any kind including, but not limited to, any conduct which is illegal, unethical, or improper.
- (b) Theft of goods, money, property, or information (including customer or supplier information). It is considered theft to obtain the property of the company or another team member without their permission, knowledge and consent.
- (c) Any fraudulent activity, including using dishonest activity to obtain advantage.
- (d) Improper use of, or wilful, reckless damage to company property.

7.2. Examples of dishonesty, theft and fraud include, but are not limited to, the following:

- Stealing any property owned by the company, another team member, customer or supplier without the appropriate documentation or permission.
- Taking possession of stock, special orders or custom makes which have not been paid in full, without the appropriate documentation or permission.
- Taking or wearing company merchandise whilst working without permission.
- Disposing of company assets, including stock (in any condition), in any way without approval.
- Giving unauthorised discounts to team members, customers, or suppliers (including the giving of staff price to someone not eligible).
- Falsification or alteration of any company documentation, including timesheets, expenses, leave applications, financial accounts, petty cash records, or anti-money laundering reporting forms.
- Falsifying, altering or knowingly providing misleading information on finance applications or finance contracts. This includes knowingly making false or misleading declarations or statements about customer information, identification, or application procedures to finance companies or customers.
- Any deceptive conduct which results in financial gain, including practices such as manipulating sales, sales statistics, or the timing of sales, which lead to the company making bonus or incentive payments not genuinely earned.
- Facilitating customer payments or refunds through personal bank accounts to avoid compliance with company policies, producers, or relevant legislation. This includes using personal funds to make payments on behalf of customers for purchases or deposits.

8. Ethics

At Michael Hill we believe in conducting business with the highest ethical standards. All team members are expected to behave in a manner that reflects these standards and to act with integrity, transparency and respect in all business dealings and consider the way in which we make decisions when laws or rules are unclear or inapplicable in certain situations. Our commitment to ethical behaviour includes:

- (a) **Anti-Discrimination and Harassment:** We have a zero tolerance policy for discrimination, harassment, or any other form of unfair treatment based on any protected characteristics.
- (b) **Anti-Corruption and Bribery:** We strictly prohibit any form of corruption or bribery including the offering or acceptance of any gifts, payment or other benefit that could be perceived as an attempt to influence business decisions.
- (c) **Data Privacy:** We are committed to protecting the privacy and security of customer data and personal information. We comply with all applicable data protection laws and regulations and take appropriate measures to ensure the confidentiality, integrity and availability of this information.
- (d) **Environmental Responsibility:** We strive to minimise our impact on the environment and operate our business in a sustainable and responsible manner. We comply with all applicable environmental laws and regulations and seek to minimise our carbon footprint through energy efficient practices and waste reduction.
- (e) **Social Responsibility:** We are committed to being a responsible corporate citizen and giving back to our communities. We support charitable organisations and volunteer our time and resources to be a positive impact on society.

9. Conflict of Interest

As team members of Michael Hill, we have a responsibility to act in the best interest of the company and avoid any situations that could create a conflict of interest. A conflict of interest arises where there is a personal interest or relationship that interferes with our ability to make an impartial decision that is in the best interest of Michael Hill. To avoid any conflict of interest, all team members are expected to:

- (a) **Disclose Conflicts of Interest:** Inform the Company of any situations that may create or give the appearance of a conflict of interest. This includes personal relationships, financial interests, or any other circumstances that could affect your judgement or decision making.
- (b) **Avoid Self-Dealing:** Refrain from using your position at the company to gain personal advantage, including the use of company property, information, or resources for personal gain.

- (c) **Maintain Impartiality:** Make decisions that are in the best interest of the company, not personal interests. Do not participate in any decision-making that could be influenced by a conflict of interest.
- (d) **Seek Guidance:** Consult with your Manager, Senior Leader, Group Executive or Human Resources if you have any questions or concerns about a potential conflict of interest.

Examples of such a conflict include, but are not limited to, the following:

- Engaging the services of businesses in which you or a family member or friend have substantial interest.
- Taking secondary employment with or providing services to a competitor.
- Using company information, product for personal gain.
- Purchasing jewellery utilising your discount and on selling this to make a profit or providing the discount to a potential Michael Hill customer.

10. Gifts and Entertainment

Every team member will endeavour to avoid situations where our personal or professional interests could be perceived to potentially, or actually be, in conflict with the best interests of our customers or the company. This includes not requesting, encouraging, or accepting gifts or benefits in connection with your employment with Michael Hill.

Gifts, meals (valued per head), corporate events (valued per head) or incentives (collectively gifts) and other benefits may only be accepted in limited circumstances, and with the approval of your manager. Our people should consider if receiving a gift or other benefit could create a perceived, potential, or actual conflict of interest. If in doubt, do not accept the gift or benefit and seek advice from your manager.

The relevant Group Executive must approve acceptance of any gift valued at \$200 or more and all such gifts or incentives must also be recorded in the Gift Register which is held by the Chief Financial Officer (CFO) or nominated delegate.

11. Company Assets and Property

We each have a responsibility to protect and conserve company assets and property. This includes physical assets such as equipment, supplies, and inventory, as well as intangible assets such as intellectual property, customer data, confidential information and financial assets. All company assets and property are to be used properly for their intended purpose and in the best interests of the company. It is the responsibility of all team members to safeguard company assets and property from loss, damage and or, misuse.

12. Reporting

Our people have a responsibility to report any suspected or actual violations of company policies, laws, regulations or ethical standards. Reporting helps to protect the company, team members, customers, and stakeholders and promotes a culture of integrity and accountability. Michael Hill takes all reports seriously and will investigate them promptly and confidentially.

There are multiple channels for reporting, including direct communication with your Manager, Senior Leaders, Regional Leaders, Group Executive, the Human Resource Department, or our confidential whistleblower hotlines. We encourage all team members to report any concerns, including but not limited to:

- (a) **Code of Conduct Violations:** Any behaviour that violates the Code of Conduct or other Company policies and procedures.
- (b) **Safety Concerns:** Any concerns related to safety / security hazards or risks in the workplace.
- (c) **Discrimination and Harassment:** Any incidents of discrimination or harassment, including sexual harassment or any other behaviour that creates a hostile or offensive work environment.

- (d) **Fraud, Theft, or Embezzlement:** Any incidents of fraud, theft, or embezzlement of company assets.

Alternatively, breaches of company policy or activity which indicates a breach of this policy, can be reported through Michael Hill's whistleblower hotlines. These hotlines are independent and confidential reporting avenue, and you can elect to remain anonymous. Contact details are as follows:

Australia	1800 888 340	report@proactlink.com.au	www.proactlink.com.au
Canada	1800 661 9675		www.michaelhill.confidenceline.net
New Zealand	0800 888 340	report@proactlink.co.nz	www.proactlink.co.nz

13. Enforcement

At Michael Hill we take our Code of Conduct very seriously, and we are committed to enforcing it rigorously and consistently thus creating a culture of integrity, transparency, and accountability that reflects our commitment to ethical business practices. We believe that this approach is essential for maintaining the trust and confidence of our team members, customers, suppliers and all other stakeholders.

Non-compliance to these standards will not be tolerated and may result in disciplinary action in line with our policies and procedures, taking into account the circumstances and seriousness of the situation. Serious breaches may lead to termination of employment.

It is the obligation of all our people, including Leaders, to address and resolve non-compliance promptly. Any omission or inaction which allows conduct in breach of this policy to go unresolved may result in disciplinary action.

In circumstances where there is a breach of these standards resulting in an investigation or formal management action being taken against a team member, the team member will be ineligible for any incentive payment for the relevant period, in accordance with the Discretionary Retail Incentive Policy.

14. Accountability

The Board has ultimate accountability for this policy and ensuring Michael Hill develops, implements and regularly reviews this policy for appropriateness.

15. Responsibilities

Responsibilities under this Policy are delegated as follows:

15.1. Responsible Person

The Chief People Officer (**Responsible Person**) is responsible for the development, implementation and ongoing review and oversight of an appropriate Code of Conduct policy framework.

15.2. Executives and Senior Leaders

All leaders are accountable for modelling the behaviour and values that are expected. Our leaders should lead by example and hold themselves and their teams accountable for their actions.

15.3. Team Members

All team members are accountable for complying with this Policy and all ancillary processes and procedures.

Any team member found to have breached this policy may be subject to disciplinary action, up to and including termination of employment.

16. Reporting (to the Approval Body)

The Responsible Person will provide regular and appropriate reporting to the Board (**Approval Body**) and will ensure the Approval Body is provided all necessary information to enable them to fulfil its Accountability.

17. Definitions

In this Policy, unless the context otherwise requires:

Accountability means the obligation to answer for an action; where an individual is held liable for meeting / not meeting agreed targets, objectives, their responsibilities, and the responsibilities for persons whom they are answerable for.

Authority means the level of control a person has over a certain task, situation or process. It may be inherent in a position, to give instructions that will be followed.

Michael Hill means Michael Hill International Limited including its subsidiaries and related bodies corporate.

Responsibility means the obligation to act; where an individual has been allocated a task to undertake, where a target or objective has been set in which the individual will be measured against.

Site means a site which is operated and controlled by MHJ.

Workers includes permanent employees, part-time employees, trainees, agency staff, temporary staff, work experience students, volunteers and contractors.

Workplace Participants means a person representing MHJ in any capacity or performing a function on behalf of the company (e.g. directors, consultants, independent contractors).

18. Review

This Policy shall be reviewed at least biennially by the Chief People Officer.

19. Policy information

Date approved:	June 2023
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