

CODE OF CONDUCT

POLICY 1006.G

1. Policy

The Michael Hill Group, 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 MHG's Board, Group Executive Team, Workers 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; and
- (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:

- (a) We will treat you with respect and dignity.
- (b) We will work to develop a good understanding of your work situation and your career aspirations.
- (c) We will endeavour to help you learn, grow and realise your career ambitions.
- (d) We will work to clarify organisational expectations of you and to responsibly ensure that you have the resources necessary to do your job.
- (e) We will give regular feedback on your performance and recognise appropriately.
- (f) 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 MHG and its subsidiaries
- (b) Team Members (full-time, part-time, casual) of MHG and its subsidiaries
- (c) Worker Contractors and Consultants of MHG and its subsidiaries
- (d) All sites, operations and business activities of MHG and its subsidiaries

Referred to in this policy as the Michael Hill Group (MHG).

5. Conduct Expectations

The excellent reputation of the MHG to our customers, team members, prospective team members, shareholders, suppliers and the broader communities we are part of, is key to our business success. At MHG we communicate honestly, professionally and respectfully at all times, and only provide information which is truthful and accurate. We protect all personal and confidential information gained through business operations and ensure privacy is maintained.

The conduct of our people can impact on the company reputation not only during day to day business operations at their regular place of work but also during events (including conference or gold club events), trade shows and through their 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 and the EEO, Bullying and Harassment Policy.

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

6. Health and Safety

We strive to achieve a zero-harm safety culture with the highest standards in workplace health and safety. Safety is everyone's responsibility and it is expected that our people perform work safely. Unsafe acts or workplace practices will not be tolerated.

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.

Any incidents, near missed or hazards must be reported immediately.

7. Honesty

Team Members have a duty to be honest in all dealing with the company, our customers and suppliers. This duty includes an obligation to protect company assets that they are responsible for including stock, information, cash and financial assets together with equipment and supplies.

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:

- (a) Stealing any property owned by the company, another team member, customer or supplier without the appropriate documentation or permission;
- (b) Taking possession of stock, special orders or custom makes which have not been paid in full, without the appropriate documentation or permission;

- (c) Taking or wearing company merchandise whilst working without permission;
- (d) Disposing of company assets, including stock (in any condition), in any way without approval;
- (e) Giving unauthorised discounts to team members, customers or suppliers (including the giving of staff price to someone not eligible);
- (f) Falsification or alteration of any company documentation, including timesheets, expenses, leave applications, financial accounts, petty cash records, or anti-money laundering reporting forms;
- (g) 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;
- (h) 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;
- (i) 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

Our ethical standards describe the conduct expected of everyone employed by or engaged with the MHG. Ethics go beyond the constraints of obeying the law or abiding by rules and regulations. Ethics take into account the way in which we make decisions when laws or rules are unclear or inapplicable in certain situations.

In deciding what is ethical in any situation, our people should consider the principles of honesty, fairness, respect, confidentiality and morality and ask themselves the following:

- (a) Is it consistent with the standards of the MHG? Is it consistent with my own standards?
- (b) Are the actions illegal or unethical?
- (c) Am I happy to have this made public? Would I be embarrassed to tell my family, friend or co-workers?
- (d) Would this damage the reputation of the MHG?
- (e) Could this action appear inappropriate to a third party?

All team members are expected to promote, value and demonstrate ethical and lawful behaviour at all times.

9. Conflict of Interest

Decision making at MHG is impartial and objective as well as free from prejudice and favouritism. A conflict of interest may occur where a team member acts in a way that might favour themselves or a third party before the interest of the company.

Team members should therefore avoid any situations in which their own interests' conflict, or might be seen to conflict, with the interests of MHG.

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

- (a) Engaging the services of businesses in which you or a family member or friend have substantial interest.
- (b) Taking secondary employment with or providing services to a competitor
- (c) Using company information, product or patents for personal gain
- (d) Selling personal jewellery or the jewellery of relatives and friends through the company

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 MHG.

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

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. Other Employment or Outside Interests

Team members must not participate or engage in additional employment or outside activities which could detract from their work performance or conflict with their obligations to the company. Any other employment must have the written approval from the Manager.

13. Reporting

Our people are obliged to report any breaches of company policy or activity which indicates a breach of this policy. This can be reported through the Manager, Department or Regional Manager, Senior Leader, Group Executive, Human Resources or the CFO.

Alternatively, breaches of company policy or activity which indicates a breach of this policy, can be reported through the ProAct LINK hotline (AUS & NZ) or Confidence Line (CA). 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		
New Zealand	0800 888 340	report@proactlink.co.nz	www.proactlink.co.nz

14. Breaches of the Code

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 Managers, 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.

15. Accountability

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

16. Responsibilities

Responsibilities under this Policy are delegated as follows:

16.1. Responsible Person

- (a) 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.
- (b) All team members are accountable for complying with this Policy and all ancillary processes and procedures.
- (c) Any team member found to have breached this policy may be subject to disciplinary action, up to and including termination of employment.

17. 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.

18. 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.

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

Officer has the same meaning as the Corporations Act 2001 (Cth).

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).

19. Review

This Policy shall be reviewed every 18 months by the Chief People Officer.

20. Relevant Legislation

This Policy considers the following laws and regulations:

- (a) Australia:
 - (i) Privacy Act 1988
 - (ii) Human Rights Act 2004
 - (iii) Anti-Money Laundering and Counter-Terrorism Financing Act 2006

- (iv) Competition and Consumer Act 2010
- (b) New Zealand
 - (i) Privacy Act 2020
 - (ii) Human Rights Act 1993
 - (iii) Anti-Money Laundering and Countering Financing of Terrorism Act 2009
 - (iv) Consumer Guarantees Act 1993
 - (v) Fair Trading Act 1986
- (c) Canada
 - (i) Privacy Act
 - (ii) Canadian Human Rights Act
 - (iii) Proceeds of Crime (Money Laundering) and Terrorist Financing Act
 - (iv) The Consumer Protection Act

21. Policy information

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Related policies, procedures and forms	1004 Confidentiality 1005 Summary of Company Rules 1008 Unacceptable Practices 1014 Diversity Policy 1016 Anti-Corruption, Anti-Bribery and Anti-Money Laundering Policy 2301 Dress Policy 2305 Drug and Alcohol Policy 2308 EEO, Bullying and Harassment Policy 2321 Technology Use Policy 2322 Privacy Policy 2331 Social Media Policy 2416 Close Personal Relationships Policy 3006 Consumer Law Compliance 3040 General Expenses Retail Policy 4007 Unacceptable Practices with Sales Statistics 5006 External Theft - Prevention and Response Policy 5100 Occupational Health and Safety
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