

O V A T O

Ovato
CODE OF CONDUCT

MARCH 2019

A large, abstract, red shape occupies the bottom half of the page. It consists of several overlapping, curved segments in various shades of red, creating a dynamic, organic form that tapers towards the bottom edge.

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PART ONE - Introduction

1. Statement of Commitment

The Board of Ovato has endorsed and adopted the ASX Corporate Governance Council's "Principles of Good Corporate Governance" as the basis for its ongoing practices. Under these Principles Ovato is required to adopt a code of conduct to which it adheres in all of its business dealings and its general behaviour.

Ovato's reputation is founded on such dealings and behaviour as well as the conduct of each of our employees and contractors. Therefore, consistently high standards are essential to earning us the trust and confidence of our stakeholders, including our shareholders, customers, employees, suppliers and the general community.

The Code of Conduct provides a consistent understanding of the desired behaviours towards each stakeholder. This Code does not attempt to address every situation but to provide a guide as to the standard of conduct that is expected from all staff.

The Code of Conduct is reviewed and supported by Ovato Senior Management and the Board which is bound by this Code of Conduct and are expected to observe the highest standards of ethical behaviour.

You are encouraged to contact advisers listed at Part 3.1 and 3.3 of this document, if you have comments on the matters in the Code of Conduct, or wish to discuss issues or situations which may appear to conflict with the principles outlined in the Code.

2. Underlying Values

Ovato has endorsed and operates within the following set of values.

- **Safety:** The safety and security of our staff are of paramount importance to Ovato. Our staff work for a business that invests in their careers and looks after them in a safe working environment.
- **Reliability:** Ovato can be relied upon to deliver on its promises. We accept responsibility for our actions and the products and services we deliver. Our success depends on being answerable to each other, our customers and our business partners and we ensure our stakeholders can always measure us against our performance.
- **Leadership:** We are recognised as true leaders in our industry and have been for more than 150 years. Our success is driven by the courage to promote and embrace innovative and visionary thinking and by challenging the status quo in the delivery of media services.
- **Honesty:** The success of Ovato, our staff and our customers, depends on honesty, responsibility and integrity. We do not compromise our high ethical standards, mislead others or hide from our responsibilities.



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- **Teamwork:** With a "One Team" ethos, every Ovato team member works, supports and defends each other to achieve the company's goals. We see ourselves as integral partners to our clients and deliver products and services through teamwork and the development of trusted relationships.
- **Professionalism:** Professionalism with excellence is the cornerstone of Ovato and is what we are judged against by every stakeholder. Our success relies upon skilled, knowledgeable professionals who strive to exceed the expectations of our stakeholders every day.

3. Objectives

The aim of the Code of Conduct Policy is to provide a standard of corporate behaviour and values to which the Company, its directors, all employees, contractors and others who represent Ovato, adhere in all of their dealings and behaviours as good corporate citizens.

- Promote honesty and integrity in all our business dealings and avoid any real or apparent conflicts of interest.
- Require employees to uphold the laws governing the countries, states and territories in which we operate.
- Promote business success by the pursuit of competition within the regulatory rules.
- Provide employees with a safe and productive workplace free of harassment and discrimination.
- Challenge employees to think about their behaviour and take action that reflects well on themselves, our company, our shareholders, our business partners and on our community.
- Ensure all employees utilise Ovatos resources for the benefit of the company and comply with the company's policies and procedures.
- Promote protection of intellectual property and confidential information.
- Operate our business to minimise adverse environmental impact.

4. Scope and application

This Code of Conduct is applicable to all employees, contractors and others who represent Ovato, its subsidiaries, divisions and other business entities controlled by it worldwide. Ovato is committed to high standards of professional and ethical workplace behaviour. The Code describes the standards of behaviour that the Company requires from all employees, contractors and others who represent the Company.

Ovato is committed to honesty, integrity and high ethical standards in all business and workplace activities. Staff behaviour that compromises this commitment is not acceptable.



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PART TWO – Definitions and Code Rules

1. Ovato's employment practices

a) **Fraud**

Fraud is a deliberate deception and made with the intention of gaining an unjustified or illegal benefit or other dishonest advantage. Ovato does not tolerate fraudulent activity against the interests of the company or any other person ([Fraud And Corruption Control Policy And Plan 2010](#)). *You must not engage in any fraudulent activity as it is illegal, undermines business principles and destroys trust.*

b) **Responsible use of assets**

We expect employees to ensure that the resources of Ovato are used for their intended purpose and only for the benefit of the company. *You must not use Ovato's funds or assets to provide inappropriate benefits to yourself or others.*

c) **Safety in the Workplace**

Ovato strives to provide a safe and healthy work environment for all employees. *You must, at all times, operate in a safe way at work so that you do not expose yourself or others to risk or injury. You must follow all site safety rules and regulations that govern the workplace.*

d) **Limitations of Authority**

Ovato has established levels of authority for its employees in our Delegation of Authority and Contract Approval Policies. *You must not act beyond your level of financial, managerial or decision-making authority and you must ensure appropriate approvals are sought before committing the company to any contract.*

e) **Drugs and Alcohol**

Ovato requires its employees to avoid impairment associated with alcohol or drugs, both prescription and non-prescription. *You must not perform your job, remain at work or undertake any work-related activity if you are impaired by alcohol or drugs. If you are taking prescribed medication likely to affect the health or safety of others, or you have any doubts about your ability to do the work safely and productively, you must discuss this with your doctor and your manager.*

f) **Non-discriminatory practices**

We strive to maintain a workplace that has equal employment opportunities and is free from all forms of bullying, intimidation, discrimination, verbal and physical violence and harassment of any type. Ovato does not discriminate on the basis of sex, marital status, race, religion, age, sexual preference or on any other grounds of discrimination prohibited by law. *You must not use obscenities, offensive language or display offensive material in Ovato workplaces, vehicles or customer premises. You must not harass, bully, intimidate or discriminate against any fellow employee, customer, supplier or member of the public.*

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g) Outside employment

High moral standards are expected regarding participation in outside business activities or general conduct outside the office. *You must not, during the course of your employment, without the prior written approval of your supervisor or manager, undertake any appointment, position or work that:*

- *results in you competing with the Company or a related body corporate*
- *otherwise adversely affects the Company or a related body corporate, or*
- *hinders the performance of your duties owed to the Company.*

h) Personal Accountability

Ovato requires all employees to accept and discharge with conviction all responsibilities that are contained in the role for which they are employed and to comply with Ovato's Policies and Procedures. *In accepting employment with Ovato you are agreeing to comply with Ovato's Policies and Procedures and to diligently discharge all responsibilities bestowed upon you in your role, and to accept the accountability for the decisions you make within the delegations of this role.*

i) Honesty and Integrity

Ovato conducts its business with honesty, integrity and respect for the interests of its stakeholders. Ovato does not give or receive bribes in order to obtain or provide business, services or financial advantage. *You must immediately reject any demand for or offer of a bribe, and report any such incident immediately to your General Manager. You must always treat customers, suppliers, competitors and fellow employees with honesty and integrity.*

j) Professional Competency

Ovato provides training and development to help employees excel and maximise their contribution to the business. *You are responsible for maintaining your professional competency and development by attending all learning events assigned to you.*

2. Compliance with legislation and regulations

a) Compliance with Laws and Regulations

Ovato strives to be a good corporate citizen including complying with laws and regulations of Australia and the overseas countries it operates in. In addition, Ovato seeks to comply with all taxes in Australia and in the overseas countries it operates in.

You must always comply with laws and regulations that govern competition, the environment, the workplace and any other aspect of Ovato's operations.

b) Protection of Information/Privacy

Ovato respects the privacy of all business confidential information, including customer information, business partner information and fellow employee information. Ovato complies with Privacy Act regulations, General Data Protection Regulations and other applicable information protection laws. *You must not discuss, or in any way disclose private information about our customers, business partners or fellow employees unless required to do so by law.*

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c) **Insider Trading**

Ovato does not engage in insider trading. (Securities Trading Policy)
You must not use inside information to speculate in the securities of Ovato, or any other company with which we have significant dealings, before that information becomes public knowledge.

d) **Competition within the law**

Ovato believes that vigorous and fair competition should exist in all markets where we conduct business. We support the liberalisation of markets and the application of appropriate competition laws. *You must always comply with Competition And Consumer Act 2010 laws and the fair trading laws of the states in which you work.*

3. **Management of potential conflicts of interest**

a) **Real or Apparent Conflicts of Interest**

Ovato expects its employees to avoid any personal, financial or other real or apparent conflicts of interest that could compromise the performance of their duties. (Conflict Of Interest Policy And Framework 2010) *You must disclose any actual or potential conflict of interest to your manager, including offers of gifts or entertainment. Disclosure should be made where your actions may be perceived as a conflict of interest.*

b) **Gifts, entertainment & financial inducements**

The giving and receiving of gifts and the provision and acceptance of hospitality are part of normal business practice. However, there are times when these are not acceptable. (Probity Policy And Guidelines 2015 Appendix 2). *Ovato has established guidelines for giving and receiving gifts and hospitality so that there can be no suggestion that their acceptance could compromise us or our business associates. Staff should not give or receive a gift or hospitality that could:*

- *compromise their judgement*
- *appear to be a conflict of interest*
- *damage relationships with others, or*
- *indicate any favouritism or prejudice.*

4. **Managing third parties and the environment**

a) **Public and Political Activities**

Ovato does not support any political party nor contributes to the funds of groups whose activities promote political interests. *You must not offer or make donations or services in kind on behalf of Ovato to any political party or public interest group.*

b) **Community and Environment**

Ovato has a responsibility to limit negative impacts on the environment and the communities within which we operate. *You must respect the community and environment in which you work and you should pro-actively respond to any incidents that may lead to a detrimental impact on your community or environment.*

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c) Dealing with Suppliers

Ovato awards its business strictly on the basis of suitability and price. *Every staff member involved in buying goods and services on the Company's behalf must avoid any relationship, financial or otherwise, with suppliers that could be seen as inappropriate. In the event that a staff member of Ovato is involved with a business which supplies goods or services to Ovato then they must not be involved in the selection process for determining the supplier nor payment for service. The staff member must also advise their manager of their involvement in that organisation so that all steps can be taken to ensure that there is transparency in the processes.*

PART THREE – Administration

1. Reporting of non-compliance

Ovato encourages all employees, contractors and others who represent Ovato to promptly report, in good faith, any serious violations or suspected violations of this Code of Conduct. All employees, contractors and others who represent Ovato should report any such violations to, either:

- their immediate supervisor
- their business unit manager
- the Chief People Officer
- the Group Assurance Manager
- the Company Secretary/ General Counsel
- the Chief Executive Officer of Ovato Limited, or
- anonymously to the Chair of the Audit & Risk Management Committee via the Whistleblower link on the Ovato intranet. ([Whistleblower Link](#))

2. Failure to comply

Any employees, contractors and others who represent Ovato, and fail to comply with the Ovato Code of Conduct will be in violation of company policy and may be subject to disciplinary action or legal action, including, but not necessarily limited to, termination of employment.

3. Questions

In the event that you are unsure as to your or Ovato's compliance with the Code of Conduct, you should contact any of the following for advice.

- Your immediate supervisor
- Your business unit manager
- The Chief People Officer
- The Group Assurance Manager
- The Company Secretary and General Counsel

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March 2019

Group Policy Control

Policy reference : CG04
Policy name : Code of Conduct 2019
Policy owner : Chief People Officer

Frequency of review : Bi-Annually
Approval : Ovato Board Of Directors
Date last approved : March 2019
Status : Final

Primary contact: Julia Farrant
Chief People Officer
02 9412 6084

Secondary contact: Gordon Dickie
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Stakeholder distribution:

Distribution	Responsibility	Date
Ovato Executive	Review & sign-off	22-Jun-2018
Ovato Board of Directors (via ARMC)	Review & sign-off	22-Jun-2018

Version control:

Version	Date	Updated by	Description
1.0	April 2010	Group Risk & Assurance Manager	Policy rewritten
1.1	June 2018	Group Assurance Manager	Review and update
1.2	March 2019	Company Secretary	Update clause 2a