

WE DO WHAT IS RIGHT



CODE OF CONDUCT



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Our behaviours and actions at Coventry Group Ltd (CGL) are based on our Company Values. Living Our Values ensures we always do the right thing and treat each other with respect.

This Code of Conduct outlines how we conduct ourselves every day. At CGL we uphold a culture of 'Safety FIRST', value the health, safety and wellbeing of our people and believe all incidents can be prevented. We create strong relationships with our people, customers, suppliers, stakeholders and communities to win together. Our Values of Fairness, Integrity, Respect, Safety, and Teamwork govern everything we do.

Our behaviour and conduct directly contributes to CGL's business success and reputation. Please read this Code of Conduct carefully and refer to it as often as required. If in doubt, always seek assistance from your Manager or the Human Resources Team.

1. READ IT

Read this Code of Conduct and make sure you understand it.

2. AGREE TO IT

By reading and signing the Code of Conduct, you acknowledge that you understand your responsibilities set out in this document.

3. LIVE IT

It's our responsibility to always work within the Code of Conduct.

WE VALUE

OUR PEOPLE

We believe in our people.

OUR CUSTOMERS

We are committed to our customer's needs.

OUR SUPPLIERS

We work in partnership with our suppliers

FAIRNESS:

We treat everyone equally, without favouritism or discrimination.

INTEGRITY:

We operate with competence, good judgement and work to the best of our abilities. We always do the right thing.

RESPECT:

We treat each other, our suppliers and our customers with respect

SAFETY:

We value the health, safety and wellbeing of our people first and foremost

TEAMWORK:

We act with professionalism, courage and strength together, finding new ways to grow our Company and each other

It's a fundamental principle of CGL that we undertake all business activities in strict adherence to our Company Values. This benefits our employees, customers, suppliers and the community.

Our Vision is to be Australia and New Zealand's leading industrial supply group where we do the right thing by our people and our partners to create a sustainable future. We will achieve our Vision by following the principles within this Code of Conduct.

WHO DOES THE CODE APPLY TO?

This Code applies to the Board of Directors and employees of CGL and its subsidiaries from the Chief Executive Officer to the newest employee.

In this Code the term, 'employee' includes any person who is a direct employee, trainee, apprentice, outworker or work experience student; or a contractor/sub-contractor and their employees, or employee of a labour hire company assigned to work for CGL.

We are all equally responsible to live by the Code.

The Code applies to all employees during the course of employment or work for CGL including:

- In the workplace, (which includes but is not limited to our offices, branches, motor vehicles, customer and supplier premises and any other place where work is performed) during and after normal working hours, while representing the Company
- In connection with work, even if it occurs outside normal working hours (e.g. at Company provided accommodation)
- During work activities and work-related events (e.g. conferences and work Christmas parties)
- At other functions in your capacity as a representative of CGL
- On social media, or through text messaging or email. We are all expected to act with integrity, which put simply means doing what is right. By acting with integrity we reflect positively on the image and reputation of our Company and its brand.

CONSIDER YOUR ACTIONS

If you are ever in doubt about a course of conduct, ask yourself the following:

- Is it considered within the Code and our Values?
- Will it reflect positively on the Company?
 - If a story appeared in the paper would I be comfortable with it?
 - Is it legal and in line with our policies and procedures?
 - Does it fit with my personal values?

If you answer no, then don't do it.

WHAT IF I SEE A BREACH OF THIS CODE?

If you believe that there has been a breach of this Code and the Company standards of conduct, you can discuss this matter with your immediate Manager, or communicate your concerns to the Human Resources team. If this is not practical, contact a member of the Coventry Leadership Team or the Chief Executive Officer.

We have a Whistleblower Policy, to protect you from reprisals or victimisation if you raise concerns regarding activities or behaviours at CGL which breach our Company values or this Code of Conduct

WORKPLACE BEHAVIOURS

At CGL we are committed to a supportive work environment where employees have the opportunity to reach their full potential. We support the physical and mental wellbeing of our employees, ensuring safe working conditions.

All employees are responsible for their behaviours, living our Values and demonstrating appropriate conduct. We should all actively promote a working environment where everyone is treated with dignity, courtesy and respect.

CGL is committed to equal opportunity employment and compliance to the fair employment practices and anti-discrimination laws. We value having a workplace free from discrimination, bullying, harassment or intimidation and will investigate all allegations promptly, impartially and confidentially. Unfair treatment against individuals for raising concerns of this nature will not be tolerated.

All employees are expected to maintain a high standard of personal presentation and hygiene. CGL requires all its people wear a standard of dress appropriate to the circumstances and environment in which work is performed considering customer interaction and workplace health and safety requirements.

SUPPLIERS AND CUSTOMERS

Our suppliers and our customers are integral to our success and we are committed to supporting and responding to their needs and concerns with efficiency and in a respectful and professional manner.

COMPANY ASSETS

We are all responsible for ensuring CGL assets are protected. This includes physical assets, property, financial assets and intellectual property. Company assets including stock, money, fixed assets, intellectual property or the services of other CGL employees (including contractors), must not be misused or used for personal gain. This includes but is not limited to:

- Subscription to computer software programs regardless of whether or not the programs are protected by copyright;
- Fraudulent use of Corporate credit cards, expense accounts or similar accounts;
- Company property or merchandise being removed from CGL premises without authorisation. (E.g. samples of merchandise or stock.) If removal is necessary for business reasons, then appropriate approvals must be obtained.
- Every person in control of any Company assets, particularly cash, credit cards or other valuables, is personally accountable for them. (Including but not limited to IT equipment.)

*WE OPERATE WITH COMPETENCE, GOOD JUDGEMENT AND WORK TO THE BEST OF OUR ABILITIES.
WE ALWAYS DO WHAT IS RIGHT.*

CONFLICT OF INTEREST

We all have interests and activities outside of CGL. A conflict of interest can arise where personal interests or activities influence or could appear to influence an employee's ability to act in the best interest of CGL.

Where a possible conflict of interest does arise, full disclosure must be made immediately, and all relevant persons must not participate in related decision- making processes. A conflict of interest may arise:

- When an employee's private interest conflicts directly or indirectly with their obligations to CGL;
- Where an employee owns, operates or is involved in any business or organisation that is in competition with any CGL business;
- When an employee receives benefits from a person doing, or seeking to do business with CGL, which could be seen as a bribe or creating an obligation to someone other than CGL.

Employees may own shares or other interests in any public or private company. In most cases these interests will not present a problem. this must be disclosed to the CEO or CFO for guidance.

CONTINUOUS DISCLOSURE

As a publicly listed company, CGL acknowledges its responsibilities to shareholders and the financial community to provide accurate and timely disclosure of information.

CGL abides by continuous disclosure obligations imposed by the Australian Securities Exchange (ASX) listing rules. Accordingly, CGL constantly monitors through senior management its disclosure requirements which are reviewed by the Board as a standing agenda item.

WE OPERATE WITH COMPETENCE, GOOD JUDGEMENT AND WORK TO THE BEST OF OUR ABILITIES. WE ALWAYS DO WHAT IS RIGHT.

ACCEPTANCE OF GIFTS OR INDUCEMENTS

All employees can only accept gifts in accordance with CGL's Supplier Incentives and Rewards Policy. This will ensure that incentives and rewards that may be offered by suppliers to CGL employees are managed in the appropriate manner.

ACCOUNTING PRACTICES

A key objective of the Finance team is to prepare financial reports for internal and external stakeholders that can be relied upon for decision-making purposes. The accounting practices adopted will be transparent and will comply with accounting standards and financial reporting regulations.

COMPLIANCE

CGL will comply with all statutory and regulatory requirements in the jurisdictions in which it operates.

CGL SHARES

Employees not in possession of market sensitive information are permitted to buy or sell shares within CGL (ASX: CYG) at any time.

Key Management Personnel (Directors, senior management and associates) who are in possession of market sensitive information which when disclosed publicly would be likely to materially affect the market price of CGL's securities, must follow the guidelines for trading as outlined in the Securities Trading Policy.

MISCONDUCT

Misconduct is unacceptable behaviour inconsistent with our values and our Code of Conduct, which may justify summary dismissal (termination of employment or engagement effective immediately without notice.)

Misconduct includes but is not limited to:

- Conduct that has, or has the potential to damage the reputation or profitability of the CGL business;
- Conduct that does or has the potential to damage CGL's property or the property of its customers or suppliers;
- • Conduct that breaches the Company Values, policies, procedures and operating manuals
- Conduct that causes imminent and / or serious risks to health or safety, including deliberate, reckless or willful acts;
- Discrimination, sexual assault, workplace bullying or victimization.

MAKING PUBLIC COMMENT

CGL employees must not comment to the media. Media enquiries must be referred to your Manager who will escalate these to the Chief Executive Officer (CEO) or Chief Financial Officer (CFO).

Employees must receive prior written approval from their General Manager (GM), the CEO or CFO before making public comments if:

- The speech or presentation is part of the employee's job with CGL;
- The speech or presentation describes the employee's work with CGL;
- The employee is formally identified at the presentation as an employee of CGL.

Employees speaking at public functions as a representative of CGL can generally do so provided:

- Confidential material is not disclosed;
- Logos are not used without permission;
- Presentation material has prior approval from the GM, CEO or CFO;
- The above rules also apply outside formal work settings, such as at external speaking engagements, courses, seminars, trade association events or social occasions.

SOCIAL MEDIA

'Social Media' includes any conversation or activity that occurs online including but not limited to Twitter, Facebook, Instagram, LinkedIn etc.

Employees using any social media online spaces must ensure they know and follow the CGL Media Policy (available on the CGL Intranet) and should ensure they:

- Respect CGL's people, brands, trademark, copyright and confidentiality of information;
- Do not cite or reference clients, partners or suppliers without their approval;
- Understand that the person publishing the content is responsible for the content.

BUSINESS RECORDS

Employees must not destroy business documents and records that are required by law to be maintained for a statutory period, nor must any records be falsified or manipulated. Storage of Company documents must follow the guidelines as noted in the Quality Management System available on the CGL Intranet.

CONFIDENTIAL INFORMATION

At CGL we protect and respect the business value of information and ideas. Employees that have access to confidential information are responsible for ensuring that information is only used for authorised purposes and is protected from theft, unauthorised disclosure or inappropriate use.

Confidential information must not be disclosed to anyone outside of CGL without first obtaining approval from the divisional GM, CEO or CFO. Employee obligations to maintain confidentiality continues after employment with CGL ends.

CGL acknowledges the importance of protecting the privacy of our employees, customers and suppliers. Accordingly, we will comply with the Privacy Act and national Privacy Principles when handling personal information.

LEAVING THE COMPANY

On leaving the Company, each employee must surrender any Company assets and items containing business information. This includes all intellectual property such as customer / supplier lists and any concepts and innovative ideas that may have been created while working at CGL.

WE VALUE THE HEALTH, SAFETY AND WELLBEING OF OUR PEOPLE FIRST AND FOREMOST.

HEALTH, SAFETY AND ENVIRONMENT

CGL value the health, safety and wellbeing of our people first and foremost. We continuously drive business improvement by incorporating health, safety and environment programs to support our people and partners to think safe, act safe and stay safe.

We are committed to maintaining a healthy and safe working environment and provide support and resources that foster a safety 1st culture.

Employees should be familiar with CGL policies and procedures and follow all lawful and reasonable instructions to ensure the workplace is safe and without risk to the health of each other and the environment.

All employees are responsible for attending work free from the influence of illegal drugs or alcohol, and in a condition to perform their duties in a safe and responsible manner.

POLICIES AND PROCEDURES

CGL is committed to ensuring that its policies are up to date and readily available throughout the Company via the intranet or Human Resources team. We are all responsible for complying with the policies and procedures.

CHARITABLE DONATIONS

CGL have played an important role in the Australian and New Zealand communities for over 90 years. We believe that as a company we should support the charitable work that may benefit the communities in which we undertake our business activities.

All charitable donations must be approved as per the Charitable Donations Policy and the Delegated Levels of Authority Procedure

COMMUNITY ACTIVITIES

As a responsible and caring corporation, CGL encourages its employees to participate in professional associations, trade associations, charitable or service organisations and other community activities. The CGL Charitable Donations Policy must be referenced and adhered to.

Such activities do not generally create difficulties, however the following should be considered:

- Employees should ensure that where any non-business activity is likely to involve substantial commitment of time, it does not impact on their ability to satisfactorily perform their assigned work with CGL.
- Where the outside activity involves service as a member of local government or other political activity, there should be no specific or implied CGL endorsement of such activity.

BREACHING THIS CODE

This Code sets standards of behaviour and applies to everyone who performs work for CGL. Compliance to this Code is monitored by CGL and breaches of the Code will be managed in line with Company policies and procedures. Breaches that are proved to the Company's satisfaction will result in disciplinary action in line with Performance Management Counselling Policies and Procedures.

For contractors, it may lead to the immediate termination of a contract. It is expected that suppliers will enforce a similar set of standards with their employees.

ACKNOWLEDGEMENT

Having read the contents of this Code of Conduct, it is expected that it is understood and will be abided by at all times.

It is also understood that a breach of this Code, whether intentionally or inadvertently represents a breach of employment and may result in disciplinary action in accordance with the Company policies and procedures.

Legislation policies and procedures that govern our activities are often complex, but ignorance does not relieve a person of their obligation to comply. If there are any questions, please seek advice from your manager or the Human Resources team at HRenquiries@cgl.com.au.