

## QUICKSTEP HOLDINGS LIMITED

# Non Executive Director Code of Conduct Policy

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<b>Sponsor:</b>	Peter Cook	<b>Approved:</b>	23/09/2014
<b>Title:</b>	Chairman – RND Committee	<b>Review Date:</b>	September 2014
<b>Sponsor:</b>		<b>Reviewed:</b>	
<b>Title:</b>			
<b>Sponsor:</b>		<b>Reviewed:</b>	
<b>Title:</b>			

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## **1.0 PURPOSE**

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The purpose of this policy is to define the required standards of behaviour for Non-Executive Directors in the performance of their duties. The policy reflects a similar policy which applies to all staff of the Quickstep group.

The following principles embody the Code of Conduct:

- a. To act with integrity and professionalism in the performance of their duties and be scrupulous in the proper use of Quickstep information, funds, equipment and facilities; and
- b. To edify the Company and colleagues when dealing with customers, visitors, suppliers and shareholders; and
- c. To exercise fairness, equity, proper courtesy, consideration and sensitivity in all their dealings in the course of carrying out their duties; and
- d. To avoid real, apparent or perceived conflicts of interest; and
- e. To increase shareholder value within an appropriate framework that safeguards the rights and interest of the Company's shareholders, and the financial community; and
- f. It is the responsibility of those covered by this policy to understand that the Company Code of Conduct also applies to the adherence to formal policies, procedures and systems of control and accountability which the Company has in place as part of its Corporate Governance.

## **2.0 SCOPE**

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The scope of this procedure is to define the Quickstep Code of Conduct as guiding principles ratified by the Board of Directors of Quickstep for all non-Executive Directors as varied from time to time.

## **3.0 CODE OF CONDUCT**

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Non-Executive Directors are required to:

- a. Deal with the Company's customers, suppliers, competitors and each other with the highest level of integrity and to observe the rule and spirit of the legal and regulatory environment in which the company operates; and
- b. Perform their duties with skill, honesty, care and diligence, using authority in a fair and equitable manner; and
- c. Comply with all applicable laws and regulations; and
- d. Report any breaches or suspected breach of all applicable laws and regulations; and
- e. Abide by policies and procedures, instructions and lawful directions that relate to their engagement and duties; and
- f. Ensure that they take reasonable care to ensure their own safety and health whilst undertaking their duties to avoid adversely affecting the safety and health of others; and
- g. To comply with the Company's environmental policies; and

- h. Provide accurate information, give prompt attention and not discriminate on any unlawful grounds when dealing with people in the course of their duties; and
- i. Not harass, bully or intimidate any other person, either directly or indirectly, while undertaking their duties or otherwise representing the Company; and
- j. Treat all people they deal with in the course of their activities with sensitivity and courtesy; and
- k. Comply with the Company's obligations under competition law; and
- l. Maintain accurate records, including accounting, regulatory compliance, quality system related documentation and petty cash; and
- m. Retain documents and other records required for audit, compliance and regulatory approval and other valid reasons for the appropriate time periods; and
- n. Behave in a manner that maintains or enhances the reputation of the Company and its subsidiaries; and
- o. Ensure dress and personal appearance is appropriate for the performance of their duties, including where safety standards specify.

This Code of Conduct specifically addresses the critical areas where Non-Executive Directors may, at various times interact with, or on behalf of the business. These criteria include but are not limited to the following matters:

### **3.1 Equal Opportunity and Harassment**

Non Executive Directors must be aware of the Company Equal Employment Opportunity and Harassment policy (as amended from time to time) and the requirement to respect the rights of individuals. They must not discriminate against, bully or harass, directly or indirectly, any person in the course of their Company related activities.

Quickstep provides equal employment opportunity to all employees, contractors and applicants without regard to race, colour, religion, sex, age, child-bearing age/pregnancy, disability, marital status, sexual orientation, gender identity or breastfeeding.

Freedom from discrimination includes freedom from any form of harassment based on a person's race, religion, sex, sexual orientation, marital status, family status, pregnancy, age, disability, gender or nationality.

### **3.2 Safety and Environment**

Non-Executive Directors must cooperate and comply with Quickstep Health & Safety policy. This will ensure that the health and safety of others is not endangered.

This includes the requirement to undertake safety training where required, avoid and prevent the misuse of safety and first aid equipment, wear safety clothing where provided, and report hazards, accidents, injuries and unsafe practices.

The definition of work place hazards includes potentially harmful air contaminants. There is now clear evidence that active and passive smoking is not healthy and causes a range of serious illnesses and in some cases, death. Smoking may also conflict with State and Federal laws by denying people with smoke-affected disabilities fair employment in, and safe access to, work sites. The Company "*No Smoking Policy*" ensures that it continues to address its duty of care responsibilities in respect of others in the workplace regarding active and passive smoking.

Individuals must not come to work if they are under the influence of drugs or alcohol. In particular, machinery or vehicles must not be operated while under the influence of drugs or alcohol, including prescribed medications that could, through their use, pose a threat to others in the workplace, and /or customers and property. The consumption of alcohol is not permitted on Company premises. No drugs of any kind, other than those required for medical reasons, should be brought into or consumed at the workplace. Individuals are not permitted to provide drugs for medical reasons to others on site.

Where an individual covered by this policy has a medical condition requiring the use of medication that could pose a threat to other people in the workplace, including colleagues, employees, customers or property, must disclose the required use of medication to the Chief Executive or the Chair of the Board as appropriate.

### **3.3 Computer and Internet Use**

The use or duplication of proprietary software, except as described in the software license agreement, or conditions applying to its use, is an infringement of Copyright law and is strictly prohibited. This applies to both personal and Quickstep software.

The security of the Quickstep computer system and data is paramount. Deliberate or reckless security violations of corporate applications or the data network will constitute misconduct.

Access to, storing, distributing or downloading of pornographic or other offensive material is considered a serious breach of the Code of Conduct.