



# Executive Code of Conduct

**commsgroup**  
cloud communications for business

## 1. INTRODUCTION

1.1 This code of conduct applies to:

- (a) the directors of Comms Group Ltd (**Company**) including an executive director
- (b) the chief executive officer (CEO) of the Company;
- (c) the chief financial officer of the Company;
- (d) an executive who is a direct report to the CEO; and
- (e) any other employee or officer of the Company and its related bodies corporate (**Group**) who has the opportunity to materially influence the integrity, strategy and operation of the business and financial performance of the Group.

1.2 In this code of conduct, senior executive includes any executive director, chief executive officer and chief financial officer and any person referred to paragraph 1.1(e).

## 2. PURPOSE

2.1 As well as the legal and equitable duties owed by directors and senior executives, the purpose of this code of conduct is to:

- (a) articulate the high standards of honest integrity, ethical and law-abiding behaviour expected of directors and senior executives;
- (b) encourage the observance of those standards to protect and promote the interests of shareholders and other stakeholders (including employees, customers, suppliers and creditors);
- (c) guide directors and senior executives as to the practices thought necessary to maintain confidence in the Group's integrity; and
- (d) set out the responsibility and accountability of directors and senior executives to report and investigate any reported violations of this code or unethical or unlawful behaviour.

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2.2 This code of conduct is set out below:

<b>Position</b>	<b>Responsibility</b>
<b>Employee/Contractor/ Consultants/Agents</b>	<p>It is the employee's/contractor's responsibility to:</p> <ul style="list-style-type: none"><li>• comply with the Code of Conduct;</li><li>• act at all times in the best interests of the Group, with strict integrity and according to legal and approved Group business practices; and</li><li>• raise any concerns or issues with their Manager.</li></ul>
<b>Manager</b>	<p>It is a Manager's responsibility to:</p> <ul style="list-style-type: none"><li>• communicate the Code of Conduct to employees and contractors;</li><li>• take a leadership role in observing and promoting the behaviour and standards in the Code of Conduct and related policies; and</li><li>• take immediate action where an employee reports a potential breach of the Code of Conduct, or where the Manager observes a potential breach.</li></ul>
<b>Human Resources</b>	<p>It is the responsibility of Human Resources to:</p> <ul style="list-style-type: none"><li>• conduct preliminary investigations in relation to potential breaches of the Code;</li><li>• review and recommend updates of the Code of Conduct and related policies as required; and</li><li>• conduct regular training on the Code of Conduct for employees.</li></ul>
<b>Audit, Risk &amp; Compliance Committee</b>	<p>It is the responsibility of the Audit, Risk and Compliance Committee to:</p> <ul style="list-style-type: none"><li>• review and discuss with management the overall adequacy and effectiveness of the Group's legal, regulatory and ethical compliance programs;</li><li>• review the procedures the Group has in place to ensure compliance with laws and regulations (particularly those which have a major potential impact on the Group); and</li><li>• review the Group's policies and culture with respect to the establishment and observance of appropriate ethical standards (including the Code of Conduct).</li></ul>

### **3. CORE VALUES AND BEHAVIOUR**

A company's values are the guiding principles and norms that define the type of organisation the Company aspires to be and what the Company requires from its directors, senior executives and employees to achieve that aspiration.

The Company's core values and commitments are:

#### **Honesty and Integrity**

The directors and executives will act honestly, in good faith and in the best interests of the Company as a whole and will not engage in conduct likely to bring discredit upon the Company.

#### **Fair Dealing**

The directors and executives will deal fairly with the Company's external service providers, colleagues, suppliers, competitors and shareholders and will maintain a high standard of responsibility and awareness as corporate citizens.

#### **Diligence**

The directors and executives will use due care and diligence in fulfilling the functions of office and in exercising the powers attached to that office.

#### **Independence**

The directors and executives will be independent in their judgement and actions and take all responsible steps to be satisfied as to the soundness of all decisions taken by the Board of Directors and by the executives.

#### **Avoid Conflicts of Interest**

The directors and executives acknowledge that there may be times when their personal or other interests conflict with those of the Company. In these circumstances, the Directors and executives will take action to remove or manage the conflict, so as to avoid detriment to the Company or any perception of conflict of interest

#### **Safety**

The Directors directors and executives are committed to providing and maintaining a safe and non-discriminatory working environment to safeguard the health and safety of associated persons, consultants, contractors, customers, suppliers and other persons who visit our workplace, or who the directors and executives work with, as required by law.

#### **Environment, Social and Corporate Governance Standards**

The directors and executives will act in a manner that aims to preserve and protect the Company's reputation consistent with reasonable expectations of our investors and the broader community in which the directors and executives operate, acting ethically and responsibly and complying with all laws and regulations that apply to the entity and its operations, acting responsibly towards the environment and complying with legislation as part of the Company's operations.

## 4. HONESTY AND INTEGRITY

4.1 The Company expects each director and executive to:

- (a) observe the highest standards of honesty, integrity and ethical and law-abiding behaviour when:
  - (i) performing their duties; and
  - (ii) dealing with any officer, employee, shareholder, customer, supplier, auditor, lawyer and other adviser of the Group; and
- (b) foster a culture of honesty, integrity and ethical and law-abiding behaviour among other officers and employees.

4.2 When carrying out their duties, the directors and executives should:

- (a) behave honestly and with integrity and report other employees who behave dishonestly;
- (b) act in accordance with the Company's values;
- (c) act ethically and responsibly;
- (d) carry out your work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality goods and services;
- (e) operate within the law at all times;
- (f) follow the policies of the Company; and
- (g) act in an appropriate business-like manner when representing the Company in public forums.

## 5. CONFLICTS OF INTEREST OR DUTY

5.1 Each director and executive must be aware of potential conflicts between (directly or indirectly):

- (a) on the one hand:
  - (i) the interests of the Group; or
  - (ii) their duties to the Group; and
- (b) on the other hand:
  - (i) their personal or external business interests; or
  - (ii) their duties to any third party.

5.2 Each director and executive must avoid placing himself or herself in a position that may lead to:

- (a) an actual or a potential conflict of interest or duty; or
- (b) a reasonable perception of an actual or potential conflict of interest or duty.

- 5.3 Each director and executive must:
- (a) fully and frankly inform the board of any personal or external business interest that may lead to:
    - (i) an actual or potential conflict of interest or duty; or
    - (ii) a reasonable perception of an actual or a potential conflict of interest of duty;and
  - (b) obtain and follow independent legal advice to avoid or resolve any actual, potential or perceived conflict of interest or duty.
- 5.4 Each director must:
- (a) leave the room when the board considers any matter in which the director has or may have a conflict of interest or duty; and
  - (b) comply with the *Corporations Act 2001* (Cth) and the Company's constitution in relation to the disclosing material personal interests and restrictions on voting by directors.
- 5.5 Each non-executive director must inform the chairperson of the board of:
- (a) any existing directorship or other office held by the director in another entity outside the Group; and
  - (b) any proposed appointment as a director or senior executive of another entity outside the Group before accepting the appointment.

## **6. FAIR DEALING**

The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each director and executive should endeavour to deal fairly with the Company's suppliers, customers and other employees

The Company is committed to ensuring the highest quality of service is provided to its customers and clients at all times. The Company makes decisions regarding suppliers and contractors on merit and a commercial basis

## **7. DISCRIMINATION, BULLYING, HARASSMENT AND VILIFICATION**

The directors and executives must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, homosexuality or transgender.

Such harassment or discrimination may constitute an offence under legislation. The directors and executives should understand and apply the principles of Equal Employment Opportunity.

The Company is committed to ensuring a diverse work environment in which everyone is treated fairly and with respect and where everyone feels responsible for the reputation and performance of the Company.

## **8. CORPORATE OPPORTUNITIES**

- 8.1 A director or executive must not improperly use their position, property or information acquired through their position for personal gain or gain of an associate or to compete with or harm the Group.
- 8.2 A director or executive may not use the words 'Comms Group Ltd', (or any combination of those words) or any other business name or trademark used by the Group for a personal or external business transaction.
- 8.3 Each director and executive must keep their personal or external business dealings separate from the Group's business dealings.
- 8.4 A director or executive must only use goods, services and facilities received from the Group in accordance with the terms on which they are given.
- 8.5 A director or executive must not accept any improper gift from the Group's existing or potential customers or suppliers.

## **9. CONFIDENTIALITY**

- 9.1 Any information acquired by a director or executive while performing their duties is confidential information of the Group and must be kept confidential. A director or executive must not disclose the information to a third party except where that disclosure is:
- (a) authorised by the board; or
  - (b) required by law or a regulatory body (including a relevant stock exchange).
- 9.2 The existence and details of any board and management information, discussions, and decisions that are not publicly known and have not been approved by the board for public release, are confidential information of the Group and subject to paragraph 9.1.
- 9.3 Each director's and executive's obligations of confidentiality continue after he or she leaves the Group.

## **10. FAIR DEALING**

- 10.1 The Company expects each director and executive to:
- (a) deal fairly with any officer, employee, shareholder, customer, supplier, competitor, auditor, lawyer or other adviser of the Group; and
  - (b) encourage other employees and officers to do the same.
- 10.2 A director or executive must not take unfair advantage of any officer, employee, customer, supplier,

competitor, auditor, lawyer or other adviser of the Group through illegal conduct, manipulation, undue influence, concealment, abuse of confidential information, misrepresentation of material facts, or any other unfair-dealing practice.

## **11. PROTECTION AND PROPER USE OF ASSETS**

- 11.1 The Company expects each director and executive to use all reasonable endeavours to protect any Group asset and to ensure its efficient use.
- 11.2 A director or executive may only use a Group asset (for example, a product, vehicle, computer or money) for legitimate business purposes or other purposes approved by the board.
- 11.3 Each director and executive must immediately report any suspected fraud or theft of a Group asset for investigation.

## **12. COMPLIANCE WITH LAWS, REGULATIONS, POLICIES AND PROCEDURES**

Each director and executive must:

- (a) comply with the letter and spirit of any applicable law, rule or regulation;
- (b) comply with the protocols, policies and procedures of the Group; and
- (c) encourage other officers and employees to do the same.

Australia has strict laws against bribery and corruption. The anti-bribery laws of some countries including Australia, the United States and United Kingdom can apply to actions carried out in other countries (i.e. wide-reaching extra-territorial effect). You must comply with and uphold all laws against bribery, corruption and related conduct applying to the Company in all the jurisdictions where the Company operates.

Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including dismissal will be taken in the event of any employee participating in corrupt conduct as outlined under the Fraud and Corruption Policy, which is available on the Company's website. It provides guidance so that you understand the policy and process to report a breach

## **13. REPORTING OF UNLAWFUL AND UNETHICAL BEHAVIOUR**

- 13.1 The Company expects each director and executive to:
  - (a) report promptly and in good faith any actual or suspected violation by a director or executive of the standards, requirements or expectations set out in this code of conduct or the corporate code of conduct; and
  - (b) encourage other officers or employees to do the same.
- 13.2 A director or executive may use their own judgment in deciding to whom to report any violation or behaviour referred to in paragraph 13.1, however:

- (a) directors are encouraged to report to the chairperson of the board or another director; and
- (b) executives are encouraged to report to their immediate supervisor, any executive director, the chief executive officer or the chairperson of the board.

Other employees and officers are encouraged to report to their immediate supervisor or to the chief executive officer.

13.3 If an employee or officer reports, in good faith, any violation or behaviour referred to in paragraph 13.2, each director and executive must ensure:

- (a) the reporting person's position is protected;
- (b) the reporting person's identity is only disclosed with their consent, except where disclosure is required by law; and
- (c) no disciplinary, discriminatory or other adverse action is taken or tolerated against the reporting person for reporting the violation.

13.4 A director or executive who receives a report of any violation or behaviour referred to in paragraph 13.2 must ensure:

- (a) the alleged violation or behaviour is thoroughly investigated;
- (b) rules of natural justice are observed in the investigation; and
- (c) appropriate disciplinary action is taken if the allegation is substantiated.

## **14. WHISTLEBLOWER PROTECTION**

All officers and employees are encouraged to report any actual or suspected unethical behaviour including excess waste or breach of the Company's codes and policies to their manager or the company secretary or any other contact nominated by the Company. Matters raised will be investigated.

The Company is committed to ensuring that officers and employees can raise concerns in good faith without being disadvantaged in any way to the extent that the law permits.

The Company's Whistleblower Protection Policy is available on the Company's website. It provides guidance so that officers and employees understand the policy and process to report a breach.

## **15. APPROVED AND ADOPTED**

This code of conduct was approved and adopted by the board on 27<sup>th</sup> October 2017

This code of conduct was reviewed, updated and adopted by the board in October 2020

This code of conduct was reviewed, updated and adopted by the board in August 2022

This Policy was reviewed, updated and adopted by the Board in August 2024