

# Code of Conduct

July 2025

atturra

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# 1. Introduction

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The Company is committed to making positive economic, social and environmental contributions to each of the communities in which it operates, while complying with all applicable laws and regulations and acting in a manner that is consistent with its foundational principles of camaraderie, innovation, dedication, excellence and respect.

The purpose of this Code is to provide a framework for decisions and actions in relation to conduct in respect of employment. It underpins the Company's commitment to provide professional services and its duty of care to all employees, stakeholders and clients receiving those services.

Staff members are expected to act consistently with this Code at all times. Similarly, consultants and contractors working with or for the Company should be informed of these principles, the Company's expectations and their obligation to act in accordance with them.

This Code has been prepared in accordance with the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (4th edition, 2019)*.

## 2. Definitions and interpretation clauses

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General terms and abbreviations used in this Code have the meanings set out below:

<b>ASX</b>	means ASX Limited ACN 008 624 691 or the securities market operated by ASX Limited, as the case may be.
<b>ASX Listing Rules</b>	means the listing rules of the ASX, as amended from time to time.
<b>Board</b>	means the board of Directors of the Company.
<b>Chair</b>	means the chair of the Board.
<b>Code</b>	means this code of conduct.
<b>Company</b>	means Atturra Ltd ACN 654 662 638.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Directors' Report</b>	means the Directors' report which forms part of the Company's annual financial statements.
<b>Managing Director</b>	means the managing director, or chief executive officer, of the Company.
<b>Notes to the Financial Statements</b>	means the notes to the financial statements which form part of the Company's annual report.
<b>Officer</b>	means a senior executive of the Company.
<b>Related Bodies Corporate</b>	has the meaning given to it in section 9 of the Corporations Act.
<b>Relevant Approver</b>	means, in respect of: any Director (other than the Chair) and the Secretary, the Chair; the Chair, the chair of the Audit Committee established by the Board; any member of the senior management team, the Managing Director; and any other Restricted Person or any other Staff member, the Managing Director.
<b>Restricted Persons</b>	has the meaning given to that term in section 12.2(b).
<b>Secretary</b>	means the company secretary of the Company.

**Staff member** reference to a staff member includes the companies or trusts substantially owned or controlled by a staff member, direct relatives, Directors, Officers, the Secretary, and, where the context requires, managers and all other staff engaged either on a contract of employment or a salaried basis, of the Company or its Related Bodies Corporate.

### 3. Statement of Values

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The Company's core values are:

- (a) **Camaraderie**
  - (i) Expected/encouraged behaviours:
    - (A) I work collaboratively with everyone
    - (B) I pick people up when they are down
    - (C) I am inclusive and seek to make our workplace enjoyable for everyone
  - (ii) Traits include: Collaborative, Team Oriented, Sharing, Open, Engaging, Optimistic
- (b) **Innovation**
  - (i) Expected/encouraged behaviours:
    - (A) I look for new and better ways to deliver solutions for our clients and their customers
    - (B) I am curious about innovation in my area and am thinking one step ahead
    - (C) I carefully consider new ideas wherever they come from
  - (ii) Traits include: Curious, Creative, Inquisitive, Brave, Courageous, Entrepreneurial
- (c) **Dedication**
  - (i) Expected/encouraged behaviours:
    - (A) I do what I say so you simply consider it done
    - (B) I take ownership for the expected outcomes
    - (C) I am fully committed to what I do and take responsibility for my growth
  - (ii) Traits include: Client-centric, Hard working, Resilient, Determined, Agile, Flexible, Invested, Outcome-Focused
- (d) **Excellence**
  - (i) Expected/encouraged behaviours:

- (A) I make sure everything my team and I do is of the highest quality
  - (B) I want to be better than the competition
  - (C) I deliver to my capacity
- (ii) Traits include: Innovative, Creative, Inquisitive, Curious, Responsible, Problem Solver, Strategic, Growth mindset
- (e) **Respect**
  - (i) Expected/encouraged behaviours:
    - (A) I am open and honest when communicating
    - (B) I do the right thing even when it is the hard thing
    - (C) I encourage inclusion and diversity with unique perspectives and differences
  - (ii) Traits include: Honest, Communicative, Reliable, Transparent, Empathetic, Trusting, Reflective, Diplomatic, Courteous

Staff members undertake to act in accordance with the Company's core values and in the best interests of the Company.

## 4. Legal Compliance

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### 4.1. Responsibilities of Directors

Directors will acquaint themselves with obligations imposed on them and the Company by the Corporations Act. They will also familiarise themselves with other documents prepared by the Company to meet corporate governance requirements. In addition, they will at all times act consistently with this Code and take appropriate and proportionate disciplinary action against Staff members in breach of this Code.

The Directors must implement and ensure all Staff members receive a copy of this Code and acknowledge that they have read, understand and accept their obligations under this Code.

The more important legal obligations are summarised below:

- (a) Directors will act honestly, and exercise reasonable care and diligence at all times in the performance of their functions;
- (b) Directors or former Directors will not make improper use of information acquired by virtue of his or her position;
- (c) Directors will not make improper use of his or her position to gain a direct or indirect advantage for themselves or any other person; and
- (d) Directors have a fiduciary duty to the Company and a duty to act with loyalty and in good faith.

## 4.2. Responsibilities of Staff members

- (a) Staff members undertake to observe and comply with all applicable laws and regulations at all times. Staff members should also encourage other employees to do the same.
- (b) Staff members are not excused from their obligation to comply with applicable laws and regulations on the basis of ignorance. Breach or non-compliance carries potentially serious consequences for both Staff members and the Company. Staff members should not take any action which they know or should reasonably know violates any applicable law or regulation. If Staff members are unclear about any law or regulation relating to their work, they should raise the matter with their manager or supervisor who may seek legal advice if necessary.

## 5. Honesty and integrity

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Staff members are expected to:

- (a) act honestly, in the best interests of the Company and with high standards of integrity and fairness;
- (b) engage in ethical, responsible and law-abiding behaviour when performing their duties and engaging with any other member of the Company and its Related Bodies Corporate;
- (c) treat fellow Staff members with respect and not engage in bullying, harassment or discrimination; and
- (d) deal with clients and suppliers fairly.

## 6. Conflicts of interest

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### 6.1. Engage in activities or hold or trade assets

Staff members should not engage in activities or hold or trade assets that involve, or could appear to involve, a conflict between their personal interests and the interests of the Company (i.e. conflicts of interest). If a Staff member is uncertain as to whether a conflict of interest exists, he or she should discuss this matter with his or her manager or supervisor as soon as possible.

### 6.2. Accepting a position as director of external company

Staff members must obtain the consent of the Managing Director through the Secretary before accepting a position on the board of an external company or organisation. The Staff member who has received such approval will advise the Secretary promptly of any changes to relevant interests such as directorships, partnerships and holdings in securities. The Secretary will inform all Board members and the regulatory authorities if required. The only exception to this rule is a Staff member being a director of a family trust or Self Managed Super Fund for themselves or direct family.

### 6.3. Approve or administer contracts

- (a) In general, a Staff member is precluded from approving or administering business arrangements such as contracts between the Company and a member of the Staff member's immediate family or with a company, firm, or individual employing a member of the Staff member's immediate family in activities under the Staff member's administration.
- (b) If the Staff member is a Director, in the event that the Board decides that a Staff member may properly supply goods or services on commercially acceptable terms to the Company, details will be provided in the annual Directors' Report and Notes to the Financial Statements.
- (c) Staff members should not approve or administer contracts between the Company and a company, firm or individual in which the Staff member has a pecuniary interest or in any circumstance where the Staff member may benefit financially.



## **6.4. Acquiring business interests or participating in any business activity outside the Company**

Staff members must avoid acquiring any business interests or participating in any business activity or employment outside the Company which would tend to:

- (a) create a conflict of interest, that is, an obligation, interest or distraction which would interfere with the independent exercise of judgement in the Company's best interest; or compete, directly or indirectly with that of the Company; or
- (b) create an excessive demand upon the Staff member's time and attention or create any distraction during working hours

If Staff members wish to engage in outside employment, they must obtain written consent from their Executive General Manager through the Human Resources representative.

If the Company determines that a Staff member's outside employment interferes with performance or with the ability to meet the requirements of their role, the Staff member may be asked to terminate the outside employment if they wish to remain with the Company.

## **6.5. Close personal relationships**

- (a) It is understood that situations may occur where Staff members are working with family members or with persons with whom they develop close personal relationships.
- (b) Where such relationships exist between Staff members or with prospective employees, then the potential for conflict of interest should be noted. In many cases, only individual Staff members themselves will be aware of the potential for conflict. The onus therefore is on the individual Staff member to notify their direct supervisor of this potential for conflict.
- (c) Staff members must not supervise or participate in procedures for selection, performance reviews, termination or transfer of any person who is a family member or with whom they have, or have had, a close personal relationship.

## **6.6. Use of personnel, facilities, equipment or supplies**

A Staff member may not use Company personnel, facilities, equipment or supplies for personal benefit contrary to the Company's policies and procedures.

## **6.7. Company reputation**

- (a) Staff members must not participate in any activity that would be likely to negatively impact on the Company's reputation.
- (b) Staff members (excluding Directors) must not make official statements relating to the Company unless the Staff member has obtained prior written approval from the Managing Director through the Secretary.

# **7. Confidentiality**

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## **7.1. Disclosure of information**

Company documents such as circulars, manuals, records and internal communications materials, especially materials marked "Confidential", must never be shown to outsiders without proper authorisation. Care should be exercised in conversations about the Company with outsiders or with fellow Staff members in public places.

## **7.2. Continuing obligation**

Should a Staff member leave the service of the Company, that Staff member remains under an obligation to safeguard the privacy of fellow Staff members and the confidentiality of the Company's affairs.

## **7.3. Communications with customers or other Staff members**

In conversations with customers or other Staff members and when on the telephone, care must be taken to prevent outsiders from overhearing confidential or personal information.

## **7.4. Telephonic communications**

Information should not be divulged over the telephone unless the identity of the caller and his or her right to receive the information are definitely established. Particular care should be taken in answering enquiries, and data given must be limited to that permitted by law.

## 7.5. Privacy rights

The same considerations apply to the privacy rights of Staff members. Staff members who, by reason of their position, may have knowledge of another Staff member's private affairs must exercise similar care to avoid breaching these rights.

## 8. Work health and safety

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- (a) All Staff members must act in accordance with work health and safety legislation and regulations, and must use the security and safety equipment provided.
- (b) Specifically, all Staff members are responsible for safety in their work area by:
  - (i) following the safety and security directives of management;
  - (ii) advising management of areas where there is a potential problem in safety and immediately reporting any breaches of safety legislation, regulations and policies; and
  - (iii) minimising risks in the workplace.
- (c) Staff members are expected to comply with the Company's work health and safety policies at all times.

## 9. Reporting of unlawful or unethical behavior

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- (a) The Company encourages Staff members to report in good faith any suspected or known behaviour in breach of this Code or any other unlawful or unethical behaviour.
- (b) Any Staff member who is uncertain as to whether an act or omission constitutes unlawful or unethical behaviour or who wishes to make a report should contact the Secretary directly.
- (c) The Secretary will then determine what action, if any, should be taken. The Secretary must promptly inform the Board of any material breaches of this Code.
- (d) The Secretary will treat as confidential all such queries and reports except where action is to be taken, in which case the Secretary will seek to maintain the confidentiality of the Staff member unless the circumstances demand otherwise.

## 10. Responsibilities to stakeholders

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The standards of personal and professional behaviour applicable to Staff members are as follows:

- (a) Staff members must act in accordance with the Company's stated values and in the best interests of the Company subject to any applicable higher duty set out in any applicable legislation
- (b) Staff members must act honestly and observe high standards of personal integrity in the course of carrying out their duties;
- (c) Staff members must act ethically and responsibly and not knowingly participate in any illegal or unethical arrangements, including without limitation offering any bribe, facilitation payment, secret commission or other unlawful or unethical payment;
- (d) Staff members must have an understanding of the Company's business and the environment in which it operates, and stay informed of all relevant activities affecting the Company and the community in which it operates;
- (e) Staff members will treat each other and parties who have interest in or dealings with the Company with professionalism, courtesy and respect, and not engage in bullying, harassment or discrimination;
- (f) Staff members will deal fairly with all parties who have legitimate business with the Company;
- (g) Directors must be informed of any material breaches of the Company's Code by Staff members and ensure that the Directors themselves speak and act consistently with the Code;
- (h) Directors and Officers are obliged to exercise sound judgement in their decision-making processes and will not attempt to influence their colleagues improperly in relation to issues or matters where independent judgement is expected of the other person; and
- (i) Directors and Officers who may communicate publicly (through lectures or papers) on material related to the Company's affairs will in general convey views agreed by the Board. If further material is made public, it should be clearly identified as the view of the individual. Any views attributed publicly to the Board or the Company should be cleared in advance (preferably by the full Board), but at least by the Chair.

## 11. Administration

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- (a) Any questions that Staff members may have concerning whether certain of their planned or actual activities constitute departures from the guidelines of this Code should be referred in writing to their Relevant Approver.
- (b) It is also recognised that circumstances may arise where compliance with the Code may be achieved without strict adherence to the guidelines and where such strict adherence would be unreasonable or result in undue hardship for the Staff member. In such circumstances, the pertinent facts of the case should be submitted in writing to their Relevant Approver.

## 12. Compliance

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Breaches of this Code may lead to disciplinary action being taken against the relevant Staff member including dismissal in serious cases.

## 13. Reporting

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Every six months (or more regularly, if appropriate), the Secretary will report to the Board in respect of compliance issues relating to this Code. Material non-compliance with this Code will be reported to the full Board immediately.

## 14. Review

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- (a) This Code will be reviewed regularly by the Board, having regard to the changing circumstances of the Company to ensure it is operating effectively. Any changes to the Code will be notified to you in writing.
- (b) Updates and amendments to this Code will be the responsibility of the Secretary. All new management or other relevant Staff members will be provided with a copy of this Code as part of their induction into the Company. Any updates or amendments as approved by the Board will be notified to appropriate Officers and Staff members by the Secretary.

## 15. Variation

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The Board may change this Code by resolution.

## 16. Disclosure of Code

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This Code will be made available, and updated as required, on the Company's website (<https://atturra.com/au-en/>) in a clearly marked "Corporate Governance" section.