



BRISCOE
GROUP LIMITED

Briscoe Group Limited

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BRISCOE GROUP LIMITED

CODE OF CONDUCT

POLICY STATEMENT

This Code of Conduct sets the standards with which Briscoe Group Limited (“Briscoe Group” or Group”) members, being directors, managers and employees, and contractors of Briscoe Group are expected to conduct their work life. This framework, as contained in the Employee Handbook, has been approved by the Board.

BACKGROUND

A Code of Conduct will generally not prescribe an exhaustive list of acceptable and non-acceptable behaviour but provide a framework to facilitate decisions that are consistent with Briscoe Group’s values, business goals, legal and policy obligations thereby enhancing performance outcomes. Briscoe Group members must adhere to Briscoe Group’s values, as they govern their behaviour while they are employed or engaged by Briscoe Group.

ACCOUNTABILITY

Briscoe Group members are expected to comply at all times with these standards of ethical and professional conduct. Managers and others in leadership roles are expected to operate as role models. Failure to follow the standards provided in this Code may result in disciplinary action up to and including the possibility of termination of employment.

CORE PRINCIPLES

CONFLICTS OF INTEREST

A conflict of interest occurs when an individual’s interests interfere, or may interfere, with Briscoe Group’s interests. Briscoe Group expects its people to always act in Briscoe Group’s best interests.

Briscoe Group members will at all times and without exclusion:

- Conduct themselves in a manner of openness and awareness of potential and actual conflicts;
- Declare any conflict of interest and proactively advise of potential conflicts. For purposes of clarity, potential conflicts are to be reported to the CFO, except in the case of the Managing Director or his/her Direct Reports and for whom reporting is to be made to the Board;

- Avoid putting themselves into a position where their personal interests could conflict with their duties to the Group;
- Not give Group business to a company owned by their friends or family;
- Not have any form of material undisclosed interest in any supplier, customer or competitor;
- Not conduct business with Briscoe Group clients on their own behalf rather than doing the same business on behalf of the Group;
- Not compete with Briscoe Group or any Briscoe Group subsidiary;
- Follow the Briscoe Group “Speak Up” Policy.

GIFTS AND DONATIONS

“Gifts” and “gratuities” include, but are not limited to, accommodation, goods, services, discounts, and special terms on loans. See the Briscoe Group employee handbook on the acceptance of gifts for further information regarding employee obligations.

Briscoe Group members will:

- Refer all gifts and gratuities, including offers of hospitality, to the employee’s manager or, in the case of the Managing Director, to the Board;
- Not accept any cash payments of any amount;
- Not give or receive any bribe or other illicit payment.
- Not receive or give any donations on behalf of Briscoe Group unless permitted under the Delegated Authorities Policy (noting political donations are expressly prohibited).

CONFIDENTIALITY AND PRIVACY

Briscoe Group, our customers, suppliers, and other stakeholders entrust us daily with their confidential communications and information. Confidential information includes all information not in the public domain that has come to a Briscoe Group person’s knowledge by virtue of working for Briscoe Group.

Briscoe Group members will:

- Protect proprietary, commercial, and other information that is confidential to the Group. These obligations of confidentiality continue after employment has ceased with the Group. False or misleading entries on records are not permitted;
- Not make any statements to the media or on social media platforms about Briscoe Group’s business or share information about the Briscoe Group;
- Collect, use, store and dispose of personal information in accordance with our obligations under the Privacy Act 2020

BEHAVIOURS

The actions and statements of Briscoe Group members, whether to customers, suppliers, competitors, or employees, can impact on the way people see Briscoe Group and whether they choose to do business with us. Behaviours reflect our culture and must always be consistent with our Values.

Briscoe Group members will:

- Comply with all Briscoe Group policies, procedures, rules, and regulations, as well as all reasonable and lawful instructions;
- Work safely, challenging unsafe behaviour and stopping work if there are concerns that an activity or behaviour is unsafe;
- Ensure fair treatment for all employees and job applicants, regardless of race, colour, faith, national origin, age, gender, sexual orientation, or mental/physical abilities. This applies to all Group activities, including, but not limited to, recruiting, hiring, training, transfers, promotions and benefits;
- Create and maintain a workplace free from tensions. This includes avoiding uninvited or unwelcome behaviour which offends, humiliates or intimidates another person either in the workplace or at work related events;
- Dress in an appropriate manner and ensure that appearance is presentable, clean, neat, and tidy, and portrays Briscoe Group in a positive light;
- Not use Briscoe Group property (including the Briscoe Group name or the name of any Briscoe Group subsidiary), information or position for personal gain;
- Deal fairly with the Group's customers, suppliers, competitors, and employees. This includes not taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice;
- Not engage in any unethical or unlawful activities, with particular attention to suppliers or service providers;
- Only make commitments on behalf of the Group if they are specifically authorised to do so;
- Contact their direct manager or the confidential Speakup Hotline if they reasonably believe that there has been a violation of the Code, or any other illegal/unethical conduct has occurred.

PROPER USE OF BRISCOE GROUP LIMITED'S ASSETS AND INFORMATION

Briscoe Group members are required to protect Briscoe Group's assets from loss, damage, misuse, waste, and theft. Briscoe Group's assets include both physical and virtual company property in general or assigned to Briscoe Group members, systems, information (including customer and team data), intellectual property, and networks.

Briscoe Group members will:

- Collect and retain only information that is permitted by law and to use it only for the purposes required and stated;
 - Act responsibly in protecting the Group's resources, including information and time. Briscoe Group assets are to be used only for the legitimate business purposes of Briscoe Group and only by authorised employees.
 - Ensure the protection and appropriate use of our physical and virtual stores, other properties, plant, equipment, data and IT networks.
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TRADING IN COMPANY SECURITIES

The Group's share trading policy provides guidelines and prohibitions relating to the trading of Briscoe Group's securities.

Briscoe Group members will not:

- Buy, sell or otherwise trade in the Group's securities without written consent of a director; or in the case of directors, from the Chairman of the board; or in the case of the Chairman of the board, the consent of the Chairman of the Audit and Risk Committee of the Board.
- Share nor provide tips to others about material non-public information about the Group.

SERIOUS MISCONDUCT

Disciplinary action may be taken on all breaches of Briscoe Group's rules and regulations; however, serious misconduct may be cause for instant dismissal. The following list, although not exhaustive, provides examples that may constitute serious misconduct; however, each situation will be evaluated on its individual merits.

- Unauthorised possession of Briscoe Group's customer's, another employee's, or contractor's property;
- Unauthorised use of Briscoe Group's resources;
- Wilful, deliberate or negligent acts which cause injury or damage;
- Refusal to obey lawful and reasonable instructions;
- Sexual, mental or physical harassment or other threatening action against another employee, customer or Briscoe Group;
- Fighting, verbal abuse or other threatening action against another employee, customer or contractor to Briscoe Group;
- Reporting for work in such a condition that duties are unable to be carried out properly or safely;
- Bringing or consuming, alcohol or non-prescribed drugs or drug equipment or instruments on Briscoe Group property, without due consent of management;
- Being found guilty of a criminal offence;
- The disclosure of confidential information;
- Falsification or being party to falsification of any Briscoe Group, supplier or customer document or record;
- Breach of the online and social media policy;
- Removing cash or other funds from the till or a safe, or destroying cheques or credit card vouchers without authorisation;
- Abuse of the staff discount system;
- Any breaches of Briscoe Group policies, as detailed in the employee information section of the Policy and Procedure Manual.

PUBLICATION

The Code of Conduct is available on the Briscoe Group website, www.briscoegroup.co.nz.

This Code was last approved by the Board in May 2023 and will be reviewed every 12 months.
