

# **smwgroup**

engineering continuous improvement

## **SMW Group Limited**

## **Code of Ethics**

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Adopted by the Board on 4 August 2020

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## 1. Policy Statement

This Code of Ethics sets the standards by which directors, employees and contractors of SMW Group Limited (**SMW**) and its subsidiaries (together, the **Group**) are expected to conduct themselves in their daily activities (the **Code**). The Code reinforces the expectation that SMW's directors, employees and contractors (together, the **SMW People**) act in a manner consistent with SMW's policies, guiding principles and values.

The Code aims to provide a clear framework to facilitate ethical decision making by SMW People. It does not aim to provide an exhaustive list of behaviour considered acceptable and non-acceptable by SMW.

## 2. Application

All SMW People are expected to act in accordance with the Code.

Failure to act in accordance with the Code will result in appropriate and proportionate investigation by SMW management or the SMW Board. This may lead to disciplinary action, and in serious cases, dismissal.

All breaches of the Code will be dealt with in a consistent manner and in consultation with all non- interested SMW Directors.

## 3. Reporting Breaches of this Code

SMW People must report any breaches, or potential breaches of this Code to the Chair of the SMW Board. If the reported breach or potential breach involves the Chair, it must be reported to the Chair of the Audit and Risk Committee.

The SMW Board Chair will investigate any reported breach of this Code by an SMW director. The Chair of the Audit and Risk Committee will investigate the reported breach if the report is in relation to the Chair of the SMW Board.

## 4. Ethical Expectations

A failure to comply with the ethical expectations outlined below will be considered a breach of this Code.

## 5. Honesty and Integrity

SMW People must act honestly and are expected to uphold and maintain the highest standards of integrity.

SMW People must treat all stakeholders fairly and with respect and at all times act in the best interests of its shareholders, stakeholders and SMW itself.

## 6. Ensuring legal compliance

SMW People must ensure they are complying with all applicable laws, rules, regulations and codes of practice (including NZX Listing Rules that are applicable to SMW).

SMW People may only trade in SMW financial products in accordance with SMW's Financial Product Dealing Policy.

## 7. Avoiding Conflicts of Interest

SMW People have an obligation to ensure that their individual interests do not interfere, or appear to interfere, with SMW's interests. SMW People must declare conflicts of interest and proactively give advice on any potential conflicts of interest.

SMW People must advise the SMW Board Chair (or the Chair of the Audit and Risk Committee, as applicable) of any conflict of interest or potential conflict of interest. SMW People must not, without the prior written consent of SMW, engage in any other commercial activities which may conflict with their ability to perform their duties to SMW.

SMW People will not accept any bribe, gratuity or other inducements in the course of their business dealings on behalf of SMW. "Gifts" and "personal benefits" can include accommodation, goods, services, discounts, and special terms on loans and so on. SMW People will not accept gifts or personal benefits of any value from internal or external parties if it could be perceived that this could compromise or influence any decision by SMW taking into account the perceptions of key stakeholders.

If an SMW director is "interested" in any transaction (as that term is defined in section 139 of the Companies Act 1993) then in accordance with the NZX Listing Rules, that director will not vote on that transaction. If a significant conflict of interest exists, the Board may form an independent committee to consider the relevant matter. The Company maintains an interest's register in which relevant transactions and matters in which any Directors are interested must be recorded.

## 8. Proper use of SMW's Information, Assets and Property

SMW is committed to protecting SMW's assets and property from loss, damage, misuse or theft and the confidential or personal information of all SMW stakeholders.

SMW People must ensure:

- the proper receipt and use of SMW's corporate information, assets and property;
- accounting records are complete and accurately reflect transactions and events;
- company funds are managed and spent responsibly; and
- they protect SMW's assets and property from loss, damage, misuse, waste and theft.

SMW's assets and property in the control of SMW People can only be used for the legitimate business purposes of SMW, and not for personal gain.

No opportunity discovered through the use of SMW's corporate information or business position may be taken for personal gain. SMW People must only use corporate information gained during their relationship with SMW in the best interests of SMW.

## 9. Professional Due Care

SMW People, and in particular SMW's Directors, must give proper attention and care to the matters before them. All work must be completed to the appropriate standard.

## 10. Whistle Blower Protection

Any director, employee and contractor of SMW who becomes aware of a legal, regulatory, policy or other compliance issue has a responsibility to report it to the SMW Chair. In addition, accounting, auditing or internal control breaches or concerns may be reported confidentially to the Chair of the SMW Audit and Risk Committee.

SMW is committed to supporting SMW People who report potential breaches. This support will be given regardless of whether action is taken in respect of the reported breach.

SMW recognises the importance of open channels of communication within SMW, particularly in respect of reasonable concerns surrounding potential breaches of this Code and any laws, regulations, or policies.

## 11. Training

The Code and where to find it will be communicated to SMW People as part of their initial and ongoing training. It is expected that SMW People have read and understand the Ethical Expectations outlined in the Code of Ethics.

## 12. General

The SMW Board retains ultimate accountability and responsibility for the implementation of the Code.

The Code will be published on SMW's website and updated as required.

The Code will be reviewed at least annually to ensure it is up to date in respect of internal policy and external ethical standards.

## 13. Contact

For queries in relation to this policy, please contact the SMW Board Chair or the Chair of the Audit and Risk Committee.