

Smartgroup Corporation Ltd (ACN 126 266 831)

Summary of Ethics Policy

Smartgroup Corporation Ltd (“**Company**”) has in place an Ethics Policy. This document is a summary of the main points of that Policy.

1. General

The Policy provides information and guidelines to help team members decide what to do when presented with a situation which breaches or may breach the ethical or legal standards set out in the Company’s policies. It also explains team members’ obligations to report ethical breaches, the escalation process, and who bears the obligation to investigate.

2. Ethical standards

The Company asks its team members to:

- Maintain fairness in all dealings with stakeholders, such as customers, suppliers and other bodies
- Avoid conflicts of interest, or the potential for them
- Not accept gifts or benefits from third parties
- Use Company assets and resources appropriately
- Report any corrupt, fraudulent or other illegal activity.

3. Obligation to report

If a team member sees or hears or hears of any behaviour which they believe is in breach of or is inconsistent with the Company’s Ethics Policy or Code of Conduct or are otherwise improper or fraudulent, they are encouraged to report such behaviour.

A standard escalation path is set out, which provides that the team member’s manager is the first point of contact for escalating matters. All managers are responsible for doing everything they can to assist team members to resolve any such issue effectively and efficiently.

Depending on the matter, a team member may choose to escalate the matter to any of:

- A member of the Direct Reports team
- A member of the Executive Management Team
- The Chief Human Resources Officer
- The Company Secretary

The Policy makes it clear that confidentiality and impartiality will be maintained at all times. There will be no repercussions against anyone who makes a report under the Policy in good faith.

All reports will be dealt with as soon as possible.

All parties will be kept informed at all stages during the process. All reports will be properly documented and recorded.

4. Investigation process

Any manager who receives such a report from a team member is required to report it to the Chief Human Resources Officer, who must then investigate the report.

If the report concerns the Chief Human Resources Officer, the manager must report it to the Company Secretary, who must then investigate the report.

Where an investigation shows that improper or illegal activity has occurred, the Company will take the necessary action to address the matter, including but not limited to taking strict disciplinary action which may result in dismissal, and reporting the matter to the relevant authorities.

In instances where the internal investigation process is insufficient, a list of external contacts is provided as possible appropriate points of escalation, depending on the specific nature of the matter.