

# Code of Conduct



This summary represents an outline of the key points from the Photon Group of companies Code of Conduct. As an outline these points should not be considered to be the full content of each policy so it is recommended that this summary of the Photon Group Code of Conduct be read in conjunction with the Group policies referred within.

## **1. Standards of Business Conduct**

- Act in an ethical manner in all dealings involving Photon Group and its associated companies.
- Avoid conflicts of interest and report any potential or existing conflicts.
- Adhere to the principles of fair competition.
- Use integrity in all dealings with suppliers.
- Keep all dealings with clients fair and honest.

## **2. Code of Employee Conduct**

- Maintain the highest standard of conduct at all times.
- Discrimination and harassment, of any kind, is not acceptable.
- Endeavor to provide a workplace that promotes a free flow of ideas and encourages respect for fellow employees.
- Respect all of our people and the contribution they make to the firm.

## **3. Directors' Duties and Responsibilities**

- Ensure that all staff adheres to the requirements set out in the Photon Group Code of Conduct.
- Enforce the Standards of Business Conduct.
- Comply with the legal responsibilities that arise from working for a professional orientated company.
- Keep proper and full accounting records.
- Act within all laws and in the best interests of the Group.

## **4. Corporate Organisation**

- Maintain corporate records in accordance with corporate laws.
- Ensure that all corporate records are kept secure and are immediately accessible.

- Hold board meetings as required or when a matter arises that requires board involvement.

## **5. Accounting and Reporting**

- Safeguard the assets of each operation; ensure the integrity of financial data; submit timely and accurate financial reports as required by the Photon CFO and comply with all local reporting requirements.
- Co-operate fully with the Group auditor - KPMG.
- Obtain approval from the Photon CFO prior to contracting audit services.
- Review and agree all risk management findings with the auditors prior to their leaving the site and before the preparation of the final risk management report.
- The Photon Board is responsible for ensuring that all financial and internal control systems provide accurate financial information, that the Group's published financial statements are a true and fair reflection and the external audit is conducted in an effective manner.

## **6. Continuous Disclosure**

- Material information is identified and disclosure to the market established in a timely manner in accordance with the Continuous Disclosure Policy
- Such information not to be passed to third party prior to ASX being notified.

## **7. Internal Control Environment**

- Adhere to all Group policies and procedures.

## **8. Capital Expenditures**

- Obtain approval for capital expenditure in accordance with the Capex Policy

## **9. Employment and Consultancy Agreements**

- Comply with the Group Hiring, Remuneration & Bonus Plan Policy when hiring employees, changing remuneration of employees or introducing or paying bonuses.
- Photon Group and its associated companies are an Equal Opportunities Employer and do not discriminate by reason of age, sex, race or disability.

## **10. Employee Loans**

- The company does not make loans to employees.

## **11. Travel and Entertainment**

- Comply with the Business Travel & Expense Policy when incurring business travel costs or business expenses.

## **12. Outside Legal and Tax Services**

- Obtain approval from the Photon CFO or Photon General Counsel before incurring any external legal or tax services.

### **13. Long Term Commitments**

- Comply with the Delegations of Authority when incurring long-term commitments.

### **14. Litigation**

- Obtain consent of the Photon General Counsel for any lawsuit prior to commencement of litigation.
- Immediately inform the Photon General Counsel of any potential or actual lawsuit, arbitration, governmental investigation or similar proceeding brought against the Company.

### **15. Treasury Guidelines**

- Comply with the Treasury Policy
- Obtain approval of the Photon CFO before issuing or changing any guarantees, indemnities, acceptance or documentary letters of credit or letters of comfort to any third party.
- Group assets or revenues cannot be used to obtain credit or support an existing obligation.

### **16. Insurance**

- Obtain consent from the Photon General Counsel before entering into any insurance arrangements.
- Disclose all material facts for the period of insurance cover to Photon CFO.
- Make sure that you inform the General Counsel of any potential new claims.
- All complaints should be received without admission of fault.
- Prior consent of the Photon CFO is required before remedial work is undertaken.

### **17. Provision for financial information**

- No individual company financial information is to be provided to parties external to Photon. Only publicly available information (Photon Group Limited half year and annual report) is to be provided to external parties seeking financial information.