



Computershare Group Code of Conduct

CERTAINTY • INGENUITY • ADVANTAGE



A message from the President & CEO



Our “Being Purple” ways of working build on our core values of certainty, ingenuity and advantage to make it clear what it means to be purple and what’s expected of each of us, regardless of our role or where we are based.

When we talk about being purple, fundamentally this is about ‘doing the right thing’ – both in the way we deliver for our clients and customers, and the way we conduct ourselves in the workplace. Our reputation for honesty and ethical and legally responsible conduct is pivotal to our success.

To protect and enhance our reputation, all employees of the Computershare group of companies must conduct themselves in accordance with the highest standards of personal integrity. This is critical to ensuring all stakeholders, from clients to investors and suppliers can have confidence in all aspects of our business.



This Code of Conduct sets out our overarching expectations for the appropriate conduct of all employees. The core principles of the Code of Conduct form the basis for all our policies and procedures. You should ensure you understand the Code of Conduct, including your personal responsibilities with regard to conduct and ensure that our principles guide all that you do in your role with Computershare.

This Code of Conduct serves as a guide to assist you in making the right choice when confronted with an ethical decision. After reading it, if you are uncertain about a decision you need to make, you should talk to your Manager or another appropriate individual and get their advice.

Any employee who knows or suspects that conduct associated with Computershare’s business is illegal, unethical or contrary to this Code of Conduct should report that conduct through the channels provided below. Computershare will not tolerate any retaliation against any person who reports conduct that they know, or have reasonable grounds to suspect, or believe in good faith is in breach of this Code or who otherwise provides assistance in connection with a concern raised.

Your unwavering commitment to this Code of Conduct is vital so that together we can protect Computershare’s reputational asset.

Stuart Irving
President & CEO

Our expectations of you

At all times, you are expected to act in a professional, responsible and ethical manner with the utmost personal integrity.

In carrying out your role with Computershare you must:

1. Comply with all laws
2. Encourage fair competition
3. Use information appropriately
4. Ensure all financial information is accurate
5. Use property responsibly
6. Do not engage in bribery
7. Avoid personal conflicts of interest
8. Contribute to a safe, positive and diverse workplace
9. Compliance with Code of Conduct and company policies
10. Report inappropriate conduct

If you are uncertain as to whether a particular decision you intend to make breaches, or could be perceived as a breach of this Code, you should discuss the matter with your Manager or another appropriate individual to help you make the right decision.

1. Comply with all laws

“Act legally and ethically”

The legal and regulatory environment governing Computershare and its businesses is varied and complex. You need to make sure that you comply with all relevant legal obligations and regulatory requirements.

To assist with this, you must undertake all mandatory internal training required for your role, including compliance related training. If you have a question on the interpretation of a law, you should speak with a representative from your local legal team before taking any action.

2. Encourage fair competition

“Compete freely, but fairly”

Many Computershare businesses operate in highly competitive markets. It is acceptable to compete aggressively, but you must compete fairly and in accordance with all relevant competition (anti-trust) laws, which seek to protect and enhance competition.

In general terms, these laws prohibit Computershare from collaborating with competitors to restrain or reduce competition or business rivalry.

A breach of these laws can give rise to serious consequences both for Computershare and for all individuals involved, including in some circumstances, criminal penalties.

In dealing with Computershare’s clients, suppliers and competitors you are expected to:



Do

- avoid any discussions with competitors regarding, for example, pricing, rebates, clients, sales territories and terms of acquisition;
- obtain any competitive advantage solely through legal and ethical means;
- be fair and honest; and
- make commercial decisions for a proper purpose, for example, to improve service delivery efficiency or reduce costs (and not to damage our competitors).



Do not

- agree with a competitor to fix the price for particular services;
- agree with a competitor to ‘share the market’ by only dealing with certain clients;
- seek to damage the reputation of our competitors by making false or misleading comments about them; or
- mislead clients (or anyone else) by making deliberate misrepresentations about Computershare.

If you are concerned at any time about anything to do with fair competition, you should consult with a representative from your local legal team before taking any action.

3. Use information appropriately

“Never use confidential or personal information for gain, either for yourself or anyone else”

Given the sensitive nature of much of what we do for our clients, confidentiality is critical to the ongoing success of our business and to our reputation as a trusted business partner.

This applies to our own confidential information and our clients' confidential information, as well as the personal information of our clients' shareholders and customers.

Set out below is further information on some of the responsibilities you have to protect confidential and personal information, as well as some of the prohibitions on the use of that information.

A. Inside information for financial gain prohibited



Applicable company policies:
your Insider Trading Policy that applies in your region, and
[Computershare's Securities Trading Policy](#), which applies to all employees globally.

You are prohibited from trading in the shares of a company (whether directly or through another person) if you are aware of 'inside information' about that company.

You are also prohibited from passing on any inside information about a company, other than:

- on a strictly need to know basis where the person has a legitimate need to know that information in connection with our business and the disclosure does not breach a confidentiality obligation; and
- in accordance with any 'insider list' in place for the particular project.

What not to do:

Example 1:

As a Relationship Manager for Computershare Investor Services, you have been working on your client's impending takeover offer for 'AB Constructions Limited', which is yet to be announced to the market. The week before the announcement is to be made, you purchase 1,000 shares in AB Constructions in your mother's name as you know she really needs a new car and you expect the share price to rise following the takeover announcement.

Why is this inappropriate?

This is insider trading, which is illegal and in breach of Computershare's policy on securities trading.

Example 2:

While attending a meeting at a client's office, you overhear the company secretary speaking on his mobile to the company's CEO about their impending results downgrade announcement. Knowing that your brother holds shares in that company, you give him a quick call after the meeting to let him know he should sell his shares immediately.

Why is this inappropriate?

This is in breach of Computershare's policy on securities trading and is also illegal in some regions.

B. Information security



Applicable company policy:
our Global Information Security Policy.

You must protect all confidential information, including proprietary, technical and financial information that belongs to Computershare or its clients. You must deal with this information responsibly so that only people with a legitimate need to know the information are made aware of it.



Do

- ensure all confidential information in your possession is locked away and your computer is locked when you're not at your desk; and
- only provide confidential information to another Computershare employee if they have a genuine need to know that information in connection with our business.



Do not

- use non-public information to gain any personal advantage (financial or otherwise) or any benefit for another person; or
- discuss something with another person who does not have a legitimate business reason for knowing that information.

C. Obtaining or using information fraudulently



Applicable company policy:
our Global Anti-Fraud Policy.

You must not take advantage of your position within Computershare to obtain non-public information for personal use or any other benefit.

Fraud is a wrongful or criminally deceptive act which is undertaken with an intention of obtaining a financial or personal gain. We will not accept any fraudulent act in our workplace, and are strongly committed to the prevention, detection, investigation and prosecution of fraudulent activity. You are expected to ensure that any suspicious or fraudulent activity of which you are aware is promptly reported. Computershare will not tolerate any retaliation against any person who reports conduct that they know, have reasonable ground to suspect, or believe in good faith is in breach of this Code or who otherwise provides assistance with a concern raised.

4. Ensure all financial information is accurate

“Ensure financial information is accurate and not misleading”

Strong financial management must be central to all that we do. The integrity of our financial results is critical to Computershare meeting its continuous disclosure obligations as a company listed on the Australian Securities Exchange and to Computershare maintaining credibility in the market and with our stakeholders.

Our shareholders, directors, management and other stakeholders must have complete and accurate financial information to make informed decisions.

You are expected to:



Do

- ensure that all financial matters, including any expenses incurred, are recorded accurately and in a timely manner; and
- immediately report any known or suspected financial inaccuracies to your Manager or other appropriate individual. Computershare will not tolerate any retaliation against any person who reports conduct that they know, have reasonable ground to suspect, or believe in good faith is in breach of this Code or who otherwise provides assistance with a concern raised.



Do not

- undertake any 'off the books' transaction for any purpose whatsoever; or
- conceal or obscure in any way the true nature of any transaction or financial position, for example, by inflating sales results or misrepresenting the purpose of a payment made to a third party.

5. Use property responsibly

“Protect and use responsibly all property of Computershare and its clients”

You are responsible for the protection of all Computershare property and that of our clients, including intellectual property such as trade marks and copyright, corporate and financial information and computers and other office equipment used in performing your role. You are expected to take reasonable steps to prevent theft, damage or misuse of such property.

6. Do not engage in bribery

“Never solicit, accept, offer or give any form of bribe or kickback”



Applicable company policy:

your Anti-Bribery and Corruption Policy that applies in your region and our Global Anti-Bribery and Corruption Policy and Global Gifts & Entertainment Policy.

Bribes and kickbacks are criminal acts, strictly prohibited by law. You must not offer, give, solicit or receive any form of bribe or kickback anywhere in the world.

While appropriate business gifts and corporate hospitality can be an acceptable way in which to build goodwill and develop business relationships, it is important that any such gifts and entertainment do not, and do not appear to, compromise your ability to make an objective business decision.

Certain individuals may give business gifts and entertainment that are common practice, appropriate and not excessive in value or frequency. However, you are prohibited from accepting any cash or cash equivalent gifts, and from giving gifts and entertainment to, or receiving them from, anyone involved in a tender or competitive bid process. You must ensure that any gifts or entertainment given or received by you are recorded in accordance with Computershare's company policy.

7. Avoid personal conflicts of interest

“Avoid actual or potential personal conflicts of interest and take appropriate actions for all types of conflicts of interest (actual, potential or perceived)”



Applicable company policy:

your Conflicts of Interest Policy that applies in your region.

Computershare's policy is to proactively identify and manage conflicts of interest to avoid any activities or situations that could give rise to the appearance of, or actual, conflicts and impropriety.

Conflicts may exist; between a client's interest and the interests of Computershare; between different clients or different types of clients; between the interests of a Computershare employee and the interest of a client; or between an employee and Computershare.

In performing your role, you are expected to make decisions which are in the best interests of Computershare and not for personal gain or the benefit of someone else. You must avoid any activities that could compromise, or be perceived as compromising, your ability to make an objective decision. If you do find yourself in a situation where you have a conflict of interest, you must enter the conflict in the Conflicts registry and make your Manager aware as soon as possible.

Example:

You are the recruitment manager recruiting a new Team Leader in your department. One of the candidates, Alex, is a former colleague and a close friend you regularly socialize with. You believe Alex would be a strong performer, but your relationship could create a perception (or reality) of bias during shortlisting and interviews.



Do

- disclose your relationship with Alex to your Manager and the People Team;
- Step back from your role as recruitment manager and do not have any influence over the process – this would include not participating in shortlisting, interview panels, reference checks, or final selection decisions.
- Document the disclosure and mitigation steps taken (e.g., who replaced you as recruitment manager on the panel, how scoring was reviewed) to maintain an audit trail.
- If your expertise is required (e.g., to help draft technical questions), provide input in writing and do not participate in evaluating candidates' responses.
- If Alex is hired, you would then need to further consider how best to manage the conflict of interest on an on-going basis.



Do not

- Fail to disclose your relationship or assume it is “not relevant”.
- Advocate for or coach your friend (e.g., sharing insider information about the interview or selection criteria).
- Participate in interviews or scoring as your involvement could be seen as biased.
- Attempt to influence other informally (e.g., by making “off the record” recommendations or negative comments about other candidates). If your input is requested, it will be asked for formally by someone involved in the hiring process.

8. Contribute to a safe, positive and diverse workplace

“Treat colleagues with respect and work safely, honestly and transparently”

You are instrumental to our ongoing success and we are committed to providing you with a positive and engaging work environment, and to recognising and rewarding applicants and employees based on merit, competence and potential.

We value the diverse backgrounds of our people and seek to create an atmosphere of trust, honesty and respect. You are expected to treat fellow employees with respect and dignity regardless of gender, race, ethnic origin, religion, age, sexual orientation and marital, disability or other status. Harassment, bullying or discrimination of any kind will not be tolerated.

We are committed to providing a safe and healthy work environment, and all employees are responsible for ensuring that our operations are conducted safely.

You are expected to:



- comply with our “Being Purple” ways of working;
- comply with all relevant safety rules and practices;
- follow instructions concerning safe and efficient work practices;
- advise your Manager or a representative from the Facilities or People team immediately if you see an unsafe or careless work practice or activity. We will not tolerate retaliation against any person who raises concerns; and
- in your interactions with your colleagues, clients, suppliers and business partners:
 - › treat them with respect and fairness; and
 - › be open, honest, direct and transparent.

9. Compliance with Code of Conduct and company policies

“Consider and comply with this Code in all work related decisions and actions”

We consider the principles captured in this Code of Conduct to be critical to our reputation as a good corporate citizen and to the continued success of our business operations across the globe.

Any failure by you to comply with this Code of Conduct, or any other company policy, will be taken very seriously and may result in disciplinary action, which could include termination of employment.

10. Report inappropriate conduct

“Report any actual or suspected unethical or illegal conduct”



Applicable company policy:
our [Global Whistleblower Policy](#).

If you know, have reasonable grounds to suspect, or believe in good faith that an employee or other person associated with Computershare’s business is acting unethically or otherwise in breach of this Code, you should report that conduct to a senior manager within your business division.

If you are aware that harassment, discrimination or bullying has occurred within our business, you may report that to a member of the People team in line with any applicable local grievance procedure.

If you do not feel comfortable reporting a matter to either a senior manager or a representative of the People team, you should report any inappropriate conduct through our external Global Whistleblower Hotline / Website or to your Regional Whistleblower Officer by phone or by email. You may, if you wish, do so anonymously.

“No Retaliation”

Computershare will not tolerate any retaliation against any person who reports conduct that they know, or have reasonable grounds to suspect, or believe in good faith is in breach of this Code or who otherwise provides assistance in connection with a concern raised.