



Coventry Group Ltd

CODE OF CONDUCT



WE DO WHAT IS RIGHT

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CGL CODE OF CONDUCT

Our behaviours and actions at Coventry Group Ltd (CGL) are based on our Company Values.

This Code outlines how we are all required to conduct ourselves every day. To help us deliver our Values we need people who are passionate about our people, customers and doing the right thing.

Your behaviour and conduct directly contributes to CGL's business success and reputation.

Please read this Code of Conduct carefully and refer to it as frequently as needed and if in doubt always seek assistance from your Manager or the Human Resources team.

1. READ IT

Read this Code of Conduct and make sure you understand it.

2. AGREE TO IT

By reading and signing the Code of Conduct, you acknowledge that you understand your responsibilities set out in the document.

3. LIVE IT

It's your responsibility to always work within the Code of Conduct.

WE VALUE

OUR PEOPLE

We believe in our people.

OUR CUSTOMERS

We are committed to our customer's needs.

RESPECT:

We treat each other, our suppliers and our customers with respect.

FAIRNESS:

We treat every one at Coventry Group Ltd with fairness, without favouritism or discrimination.

TEAMWORK:

We act with courage and strength together, finding new ways to grow our Company and each other.

PROFESSIONALISM:

We operate with competence, good judgement and work to the best of our abilities.

INTEGRITY:

We do what is right.

It's a fundamental principle of CGL that we shall undertake all business activities in strict adherence to our Company Values for the benefit of our employees, customers, suppliers, the community and other stakeholders.

Our Vision is to be an innovative Industrial Supply Group with sustainable profitable growth operating through specialised business units targeting \$500m turnover by 2022.

We will achieve our Vision by following the principles within this Code of Conduct.

WHO DOES THE CODE APPLY TO?

The Board of Directors and everyone employed by CGL and its subsidiaries from the Chief Executive Officer to the newest employee. We are all equal when it comes to observing the Code. In this Code the term, 'employee' includes Directors.

The Code applies to all employees during the course of employment or work for CGL including:

- In the workplace, during and after normal working hours, while representing the Company
- In connection with work, even if it occurs outside normal working hours (e.g. at Company provided accommodation)
- During work activities and work-related events (e.g. conferences and work Christmas parties)
- At other functions in your capacity as a representative of CGL
- On social media, or through text messaging or email. We are all expected to act with integrity, which put simply means doing what is right. By acting with integrity we reflect positively on the image and reputation of our Company and its brand.

CONSIDER YOUR ACTIONS

If you are ever in doubt about a course of conduct, ask yourself the following:

- Is it considered within the Code and our Values?
- Will it reflect positively on the Company?
 - If a story appeared in the paper would I be comfortable with it?
 - Is it legal and in line with our policies and procedures?
 - Does it fit with my personal values?

If you answer no, then don't do it.

WHAT IF I SEE A BREACH OF THIS CODE?

If you believe that there has been a breach of this Code and the Company standards of conduct, you can discuss this matter without risk of reprisal, with your immediate Manager, or communicate your concerns to the Human Resources team.

If this is not practical, contact a member of the Executive Leadership Team or the Chief Executive Officer.

WORKPLACE BEHAVIOURS

A manager has an important role to engage and motivate their teams to deliver the best results. Importantly, a manager creates an environment where employees feel comfortable raising concerns whilst also being responsible for their own behaviours, always ensuring they uphold the CGL Values and demonstrate appropriate conduct.

CGL is committed to equal opportunity employment and compliance to the fair employment practices and anti-discrimination laws. CGL value having a workplace free from any kind of discrimination, harassment or intimidation of employees.

CGL will investigate all allegations of harassment, bullying, victimisation or discrimination and will take appropriate corrective action. Unfair treatment against individuals for raising claims of harassment or discrimination will not be tolerated.

We are all responsible to foster a working environment where everyone is treated with dignity, courtesy and respect.

CGL promotes professional and safe work environments which include warehouses, workshops, branches and offices. A high standard of personal presentation and hygiene is expected from all employees.

CGL requires all staff to wear a standard of dress appropriate to the circumstances and environment in which work is performed considering possible customer interaction and workplace health and safety requirements. Importantly dress should be neither offensive nor hazardous.

COMPANY ASSETS

Company assets including stock, money, fixed assets, intellectual property or the services of other CGL employees (including contractors), must not be used for personal gain or generalised as misuse. This includes but is not limited to:

- Subscription to computer software programs regardless of whether or not the programs are protected by copyright
- Fraudulent use of Corporate credit cards, expense accounts or similar accounts
- Company property or merchandise being removed from CGL premises without authorisation. (E.g. samples of merchandise or stock.) If removal is necessary for business reasons, then appropriate approvals must be obtained.
- Every employee whilst in control of any Company assets, particularly cash, credit cards or other valuables, is personally accountable for them. (Including but not limited to IT equipment.)

MISCONDUCT

Misconduct is unacceptable behaviour that is otherwise inconsistent with an employee's obligations to CGL which may justify summary dismissal. (Termination of employment or engagement, effective immediately, without notice.)

Serious misconduct includes but is not limited to:

- Conduct that has, or has the potential to damage the reputation or profitability of the CGL business
- Conduct that does or has the potential to damage CGL's property or the property of its customers or suppliers
- Conduct that breaches the Company Values, policies, procedures and operating manuals
- Conduct that causes imminent and / or serious risks to health or safety, including deliberate, reckless or wilful acts
- Acts of dishonesty, theft, fraud, assault or abuse
- Discrimination, sexual assault, workplace bullying or victimisation

MAKING PUBLIC COMMENT

CGL employees must not comment to the media. Media enquiries must be referred to your Manager who will escalate these to the Chief Executive Officer (CEO) or Chief Financial Officer (CFO).

Employees must receive prior written approval from their General Manager, the CEO or CFO before making public comments if:

- The speech or presentation is part of the employee's job with CGL
- The speech or presentation describes the employee's work with CGL
- The employee is formally identified at the presentation as an employee of CGL

Employees speaking at public functions as a representative of CGL can generally do so provided:

- Confidential material is not disclosed
- Logos are not used without permission
- Presentation material has prior approval from the CEO or CFO

SOCIAL MEDIA

'Social Media' is a term commonly given to websites, online tools and other interactive communication technologies which allows users to interact by sharing information, opinions, knowledge and interests.

Employees using any social media online spaces must ensure they know and follow the CGL Media Policy (available on the CGL Intranet) and should ensure they:

- Respect CGL's people, brands, trademark, copyright and confidentiality of information
- Do not cite or reference clients, partners or suppliers without their approval
- Understands that the person publishing the content is responsible for the content

EMPLOYMENT POLICIES AND PROCEDURES

CGL is committed to ensuring that its employment policies are up to date and implanted through the Company. All employees including managers, supervisors and team leaders are responsible for complying with the policies and practices.

Our policies and procedures are updated regularly and can be found on the CGL Intranet, or can be sought through the Human Resources team.

CONFLICT OF INTEREST

All employees have interests and activities outside of CGL. A conflict of interest exists where loyalties are divided, where personal interests or activities influence, or could appear to influence an employee's ability to act in the best interest of CGL.

Where a possible conflict of interest does arise, full disclosure must be made immediately and all relevant persons must not participate in related decision-making processes. Divided loyalties may arise:

- When an employee's private interest conflicts directly or indirectly with their obligations to CGL
- Where an employee owns, operates or is involved in any business or organisation that is in competition with any CGL business
- When an employee receives benefits from a person doing, or seeking to do business with CGL, which could be seen as a bribe or creating an obligation to someone other than CGL

Employees may own shares or other interests in any public or private company. In most cases these interests will not present a problem. If there is a potential conflict of interest, this must be disclosed to the CEO or CFO for guidance.

SUPPLIERS

Suppliers form an integral part of CGL's customer service commitment. Without quality supply partners CGL would not have the success it does today. As such we will endeavour to support and respond to our suppliers needs and concerns with efficiency and in a respectful and professional manner.

PUBLIC DISCLOSURE OF COMPANY INFORMATION

As a publicly listed company, CGL acknowledges its responsibilities to shareholders and the financial community to provide accurate and timely disclosure of information.

CGL abides by continuous disclosure obligations imposed by the Australian Securities Exchange (ASX) listing rules. Accordingly, CGL constantly monitors through senior management its disclosure requirements which are reviewed by the Board as a standing agenda item.

CHARITABLE DONATIONS AND SPONSORSHIPS

CGL have played an important role in the Australasian community for over 75 years. We believe that as a company we should support the charitable work that may benefit the communities in which we undertake our business activities.

All charitable donations and sponsorships must be approved by the CFO as per the Sponsorship and Donations Policy, (available on the CGL Intranet).

COMMUNITY ACTIVITIES

As a responsible and caring corporate citizen, CGL encourages its employees to participate in professional associations, trade associations, charitable or service organisations and other community activities. The CGL Sponsorship and Charitable Donations Policy must be referenced and adhered to.

Such activities do not generally create difficulties, however the following should be considered:

- Employees should ensure that where any non-business activity is likely to involve substantial commitment of time, it does not impact on their ability to satisfactorily perform their assigned work with CGL
- Where the outside activity involves service as a member of local government or other political activity, there should be no specific or implied CGL endorsement of such activity

HEALTH, SAFETY AND OUR ENVIRONMENT

CGL is committed to maintaining a healthy and safe working environment. Employees should be familiar with CGL policies and procedures and follow all lawful and reasonable instructions to ensure the workplace is safe and without risk to the health of each other and the environment.

All employees are responsible for attending work free from the influence of illegal drugs or alcohol, and in a condition to perform their duties in a safe and responsible manner.

BUSINESS RECORDS

Employees must not destroy business documents and records that are required by law to be maintained for a statutory period, nor must any records be falsified or manipulated. Storage of Company documents must follow the guidelines as noted in the Quality Management System available on the CGL Intranet.

CUSTOMERS

It is paramount that all employees treat customers in a polite, respectful and courteous manner at all times.

CONFIDENTIAL INFORMATION

Employees that have access to confidential information are responsible for ensuring that information is only used for authorised purposes and is protected from theft, unauthorised disclosure or inappropriate use.

Confidential information must not be disclosed to anyone outside of CGL without first obtaining approval from the divisional General Manager. Employee obligations to maintain confidentiality continues after employment with CGL ends.

CGL acknowledges the importance of protecting the privacy of our employees, customers and suppliers. Accordingly, CGL will comply with the Privacy Act and national Privacy Principles when handling personal information.

LEAVING THE COMPANY

On leaving the Company, each employee must surrender any Company assets and items containing business information. This includes intellectual property such as customer / supplier lists and any concepts and innovative ideas that may have been created whilst working with CGL.

ACCEPTANCE OF GIFTS OR INDUCEMENTS

All employees can only accept gifts in accordance with CGL's Supplier Incentives and Rewards Policy (available on the CGL Intranet). This will ensure that incentives and rewards that may be offered by suppliers to CGL employees are managed in the appropriate manner.

ACCOUNTING PRACTICES

A key objective of the Finance team is to prepare financial reports for internal and external stakeholders that can be relied upon for decision-making purposes. The accounting practices adopted will be transparent and will comply with accounting standards and financial reporting regulations.

COMPLIANCE

CGL will comply with all statutory and regulatory requirements in the jurisdictions in which it operates.

CGL SHARES

Employees not in possession of market sensitive information are permitted to buy or sell shares within CGL (ASX: CYG) at any time.

Key Management Personnel (Directors, senior management and associates) who are in possession of market sensitive information which when disclosed publicly would be likely to materially affect the market price of CGL's securities, must follow the guidelines for trading as outlined in the Securities Trading Policy (available on the CGL Intranet).

BREACHING THIS CODE

This Code sets standards of behaviour and applies to everyone who performs work for CGL. Compliance to this Code is monitored by CGL and breaches of the Code will be managed in line with Company policies and procedures. Breaches that are proved to the Company's satisfaction will result in disciplinary action in line with Performance Counselling Policies and Procedures.

For contractors, it may lead to the immediate termination of a contract. It is expected that suppliers will enforce a similar set of standards with their employees.

ACKNOWLEDGEMENT

Having read the contents of the CGL Code of Conduct, it is expected that it is understood and will be abided by at all times.

It is also understood that a breach of this Code, whether intentionally or inadvertently represents a breach of employment and may result in disciplinary action in accordance with the Company policies and procedures.

Legislation policies and procedures that govern our activities are often complex, but ignorance does not relieve a person of their obligation to comply. If there are any questions, please seek advice from a manager or the Human Resources team at HRenquiries@cgl.com.au.