

Code of Conduct Policy

1. Introduction and Purpose of this Policy

This policy applies to SHAPE Australia Corporation Limited and its related bodies corporate, pursuant to the Corporations Act 2001 (Cth) ("**SHAPE**")

SHAPE recognises the importance of a work environment which actively promotes best practice.

This Code of Conduct Policy (**Code**) may be amended from time to time, but will always comply with the following minimum standards:

- a) SHAPE must publish this Code, as amended from time to time, on its website
- b) All employees of SHAPE, including the senior leadership team (**SLT**) and directors of SHAPE, must act honestly at all times in the exercise of their duties as an employee and/or director of SHAPE; and
- c) All employees of SHAPE, including the SLT and directors of SHAPE, must act to the best of their ability given their skills and experience.

The purpose of this Code is to set out:

- a) The standards of ethical behaviour and good corporate governance that are required to be achieved by the Board and the SLT and employees of SHAPE; and
- b) The ways in which SHAPE will engender good corporate governance practices and encourage observance of the standards of behaviour and good corporate governance set out in this Code

SHAPE's directors, the SLT and employees are expected at all times to act consistently with the principles set out in this Code.

2. Values

2.1 Objective

Our primary objective is to deliver maximum shareholder value through profitable growth as well as the acquisition and development of stable and sustainable projects whilst acting lawfully, ethically and responsibly. SHAPE will pursue operational and commercial excellence by using best practice approaches in our decision-making process focusing on continuous development, accountability and teamwork in all aspects of our business. A key attribute to this approach is maintaining responsible long-term management.

In order to achieve these goals, our employees and business partners will have the appropriate skills and resources to perform their work effectively and efficiently, and all stakeholders (including investors, joint venture and business partners, as well as suppliers and regulators) will be made aware of SHAPE's values of integrity, character, excellence and intelligence and our intention to uphold them.

SHAPE is committed to conducting all of its business activities in accordance with the above stated values. All employees will be given appropriate training on SHAPE's values, and SLT members will continually demonstrate and reinforce such values in all interactions with their people.

3. Standards

3.1 Integrity, honesty, and fairness

The Board, SLT members and every employee of SHAPE is expected to act with integrity, honesty and fairness by:

- a) Acting in the best interests of SHAPE
- b) Dealing fairly with customers, suppliers, competitors and the community

- c) Understanding and complying with legal requirements and the policies of SHAPE
- d) Acting ethically and responsibly;
- e) Avoiding actual or potential conflicts of interest and declaring any actual or potential conflicts that arise
- f) Taking reasonable steps to avoid or manage any actual conflict or potential conflict that does arise
- g) Not knowingly participating in any illegal or unethical activity
- h) Not entering into any arrangement or participating in any activity that would conflict with SHAPE's best interests or that would be likely to negatively affect SHAPE's reputation
- i) Trading in the Securities of SHAPE only in strict accordance with SHAPE's *Securities Trading Policy*
- j) Maintaining confidentiality with respect to all dealings of SHAPE and maintaining the confidences of all persons with whom SHAPE has dealings
- k) Not taking advantage of or misusing SHAPE's or a third party's property or information or causing detriment to SHAPE or third parties; and
- l) Not taking advantage of their position or the opportunities arising out of their position for personal gain

3.2 **Good corporate citizenship**

SHAPE recognises that it operates in an environment which impacts on various interests in the community. In pursuing corporate responsibility, SHAPE will:

- a) Always consider the environmental, sociological and economic impacts of its operations
- b) Implement appropriate health and safety and environmental policies which balance the interests of its stakeholders and the communities in which it operates but always places the health and safety of its employees and others first
- c) Observe the letter and spirit of relevant laws and regulations; and
- d) Adhere to the current version of the ASX Corporate Governance Principles and Recommendations, ASX Listing Rules and ASX Guidance Notes.

3.3 **Workplace fairness**

SHAPE is committed to providing a diverse workforce with a fair, inclusive and safe work environment. The objective of SHAPE is to create a diverse and equitable workplace where employees feel encouraged to perform and are free from discrimination on the basis of age, gender identity, race and ethnicity, religion, sexual orientation, marital, family or socioeconomic status, political, cultural or other beliefs. In pursuit of this objective, SHAPE will:

- a) Not tolerate any act of harassment, bullying or discrimination
- b) Encourage the reporting of any act of harassment, bullying or discrimination and deal swiftly and appropriately with those in breach of the standards to minimise harm; and
- c) Openly apply policies of performance management, recognise achievement consistent with these policies, and communicate to employees the areas in which they could improve

3.4 **Trading activities**

SHAPE values fair competition and trade practices and will seek to comply with the letter and spirit of all Commonwealth and State or Territory trade practices laws where applicable. In pursuing this objective SHAPE expects that:

- a) Its employees and particularly senior management will exercise the highest level of honesty and integrity in all dealings with suppliers, customers and consumers in relation to marketing and selling

activities, use of market power, description of goods, its relationships with suppliers and the quality and safety of its products; and

- b) Its employees and particularly senior management will never say or do anything that is likely to mislead or deceive anyone dealing with SHAPE.

4. Anti-bribery and Corruption

SHAPE's directors, SLT and employees must not engage in activity that constitutes bribery, facilitation payments (which are payments to speed up routine legal processes), secret commissions or money laundering. Such activity is contrary to principles of integrity and fairness, and is harmful to SHAPE's reputation amongst customers, suppliers, shareholders and the investment community.

SHAPE's directors, SLT and employees are required to comply with and uphold all laws against bribery and related conduct in all the jurisdictions where SHAPE operates.

SHAPE's directors, SLT and employees must comply with SHAPE's *Anti-bribery and Corruption Policy* at all times.

5. Conflicts of interest

Personal interests should not conflict with the duties and obligations of SHAPE's directors, SLT and employees of SHAPE. A conflict of interest may arise if a director, SLT member or employee has a direct or indirect (through a family member, friend or associate) financial interest in a business that has commercial arrangements with SHAPE.

A conflict of interest may arise where a director, senior manager or employee of SHAPE is in a personal relationship with:

- a) A direct report or other employee where the relationship could create a conflict or perceived conflict with the relevant individual's duties to SHAPE; or
- b) A customer or supplier that may prejudice or influence the relevant business relationship or compromise or prevent SHAPE securing the most commercially favourable terms for purchase or supply of goods or services.

To manage conflicts of interest, SHAPE's directors, SLT and employees must:

- a) Disclose any actual or perceived conflicts of interest to the appropriate officer – in the case of employees and senior executives (other than the Company Secretary), the appropriate officer is the Company Secretary. In the case of the Company Secretary and the directors of SHAPE, the appropriate officer is the Board
- b) Seek approval from the Company Secretary or the Board, as the case may be, before accepting any outside business interests including non-SHAPE work, business ventures, directorships (other than to a board of a non-trading family company), partnerships or other interests which have the potential to create a conflict of interest; and
- c) Keep an arm's length relationship when dealing with customers and suppliers.

6. Monitoring and breaches

This Code has the full support of the Board and compliance with this Code is taken very seriously.

As a measure of accountability, compliance with this Code is monitored by SHAPE's SLT on behalf of the Board. The Board will be advised of any material breaches of this Code by SHAPE's CEO.

If you breach this Code, you may face disciplinary action, including termination of your employment. If the situation involves a breach of law or other regulation, the matter may also be referred to an appropriate law enforcement authority.

You have a responsibility to immediately report any breaches of this Code by a colleague to the Group Executive - People, Brand and Communications or the Board, and you should also report conduct where you are unsure whether a breach of this Code has occurred. Material actual or suspected breaches will be reported to the Board or Committee of the Board.

All reports will be kept confidential, and no employee will be disadvantaged or prejudiced by reporting in good faith a breach or a suspected breach of a law, regulation or this Code.

7. Review of this Policy

The Board will review this Policy every two years. The Policy may be amended by resolution of the Board.

SHAPE Australia Corporation Limited ACN 654 729352	
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Approved by:	The Board

