



# Powerwrap™

## Code of Business Conduct

### Human Resources

## **MESSAGE FROM THE CEO**

Our Code of Business Conduct (the Code) represents Powerwraps principles and our shared values, setting standards for how we work with each other, our clients, business partners and our shareholders. We are united in these values and standards, which transcend our geographic locations and job functions.

Integrity is Powerwraps core operating value and the guiding principle for our decisions and actions in the workplace. Powerwraps commitment to uphold high ethical standards is an important part of our strategic agenda and our organisational culture. In today's competitive and rapidly changing business climate, doing the right thing has never been more important.

Each of us is responsible for our behaviour. This accountability reinforces our commitment to one another, our shareholders, our clients, our business partners, and the communities in which we conduct business.

Please take the time to read and understand the Code.

If you are a Manager, you are responsible for ensuring that those who report to you understand and act in compliance with the Code.

The Code provides a broad and clear statement of the conduct expected of every colleague within our business, but it is not intended to be a summary of all Powerwrap policies, procedures or regulations that apply to our business, nor does it address every situation we might encounter in our organisation. While no code can address all the situations you may encounter in the course of your work, you should use the Code as a guide to help you make the right decisions on behalf of Powerwrap.

You are responsible for complying with the Code, and you are also expected to ask questions, seek guidance and raise any issues you see that may be a violation of the Code.

You should be proud that Powerwrap stands by the principles outlined in the Code of Business Conduct. I trust that you will join me in living up to these principles every day.

**Will Davidson**  
**Chief Executive Officer**  
**Powerwrap Limited**

# Introduction and Guiding Principle: Act with Personal Accountability and Responsibility

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Doing business ethically starts with personal accountability and responsibility. Each of us is responsible for making sure that we follow an ethical course of action and ask for help when we are not sure what to do. This Code is designed to be a guide to help you understand the high standards that we uphold and where you can go if you have questions or concerns.



## To Whom Does the Code Apply?

The Code applies to all directors, officers, employees, contractors, temporary workers and agents of Powerwrap Limited, its subsidiaries and joint ventures nationally (which are collectively referred to as 'Powerwrap' in the Code).

## What Is Expected of You?

We are each expected to:

- Read, understand and follow the Code.
- Act as a role model for those around you.
- Know and do what is expected of you in your job.
- Complete periodic Code of Business Conduct training.
- Use the Code to guide you in your job and in the workplace and avoid conduct that violates the Code.
- Seek guidance when you need it, report concerns to your direct Manager, another Manager or Human Resources.
- Do not investigate or take other actions yourself regarding issues. The reason for reporting concerns is to allow Human Resources, to conduct objective evaluations of the matter
- Cooperate in any inquiry into the facts.

Nina thinks that there is misconduct going on in her department, but she isn't sure. She explains her concern to her Manager who thanks Nina and tells her that he will make sure the issue is appropriately addressed.

Because Nina reported her concern, Powerwrap is now able to address it before it becomes a bigger problem.

## What Is Expected of You If You Are a Manager?

If you are a member of the Powerwrap management team, you have additional responsibilities under the Code:

- Conduct and participate in interactive discussions with employees, contractors and agents who work for you to reinforce the significance of the Code.
- Encourage your employees to seek guidance and to raise concerns with you or another Manager, or to Human Resources.
- When you are asked to complete a periodic management certification of ethics and compliance, respond in a timely, accurate and complete manner.

Jason reports a Code violation to his Manager, but because he thinks that some of his friends may be involved, he leaves out certain details to protect them.

Because Jason intentionally leaves out key information, this is not a good faith report, and he may face disciplinary action when the full story does come to light.

## What Happens When You Raise an Issue?

### Whistleblower protection

Powerwrap is committed to ensuring that you are not disadvantaged or discriminated against for reporting unacceptable behaviour in good faith.

Wherever possible, your calls, notes, emails and other communications will be dealt with confidentially. You have Powerwraps commitment that, whenever possible, your privacy will be protected where you make a report under the Code of Business Conduct.

It is a breach of the Code of Business Conduct for any employee to cause disadvantage to or discriminate against an employee who makes a report under the Code of Business Conduct ('whistleblower').

*Reporting a matter in "good faith" means that your report is sincere and honest, regardless of the outcome of the evaluation.*

*An individual who makes a "bad faith" report—one that is incomplete, disingenuous or dishonest—may be subject to disciplinary action.*

### Retaliation Will Not Be Tolerated

Powerwrap strictly prohibits retaliation against anyone who reports any actual or potential Code violation or concern in good faith (see box on the right). If you believe you are being retaliated against, harassed or punished by management, coworkers or others for making a good-faith report, or if you observe retaliation for good-faith reporting, you should report the retaliation to your Manager, another Manager or Human Resources.

### Matters Will Be Evaluated

Powerwrap will promptly evaluate and, if appropriate, investigate reports and allegations of violations of the Code. Any material breaches of the Code will be reported to the Board.

All investigations will be pursued to resolution. You are expected to cooperate in any investigation of a possible or actual violation of the Code.

If Powerwrap determines that corrective action is required to remedy a situation and prevent its recurrence, Powerwrap will take the appropriate steps, including disciplinary action.

Powerwrap may take disciplinary action, as appropriate, up to and including termination for the following:

- Any violation of the Code or participation in any violation of the Code.
- Failure to promptly report a known incident or concern.
- Knowingly making a false or bad faith report.
- Refusal to cooperate with an investigation.
- Manager's failure to appropriately act upon a violation or concern or intentional disregard of a possible issue.
- Retaliation, retribution or harassment of any person who in good faith has reported a concern or an actual or potential violation of the Code.

### Follow-Up

If you report an issue, you can follow up with more information or to determine the status of the matter, if appropriate.

*Q. What information will I need to provide if I report a concern?*

*A. Be prepared to state:*

- *What the issue is*
- *Names of the individuals involved*
- *Location*
- *Time and date of the event*
- *Any additional witnesses or individuals who can confirm the information*
- *Any other facts you can provide about the matter*

*Q. When should I report?*

*A. Report:*

- *If you witness a situation that may go against this Code, a Powerwrap policy, compliance obligations and/or legal regulations*
- *If you learn about a situation that happened to others*
- *If you realise that you've made an honest mistake.*

*In any of these cases, reporting what you know can help Powerwrap quickly solve existing problems and prevent future ones.*

# Follow the Laws, Regulations, Policies and Procedures that Apply to You and Your Job

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An important aspect of personal accountability is making sure that each of us knows and follows all the rules that apply to the work we do. Knowing and following the laws, regulations and Powerwrap policies and procedures that apply to you is essential. The Code is intended to serve as your guide.



## What Laws and Regulations Apply to Powerwrap and You?

There are many laws and regulations that apply to Powerwrap and all of us because Powerwrap operates in a highly-regulated industry.

We must comply with those laws and regulations.

It is everyone's responsibility.

You should talk to your Manager or Human Resources if you are uncertain about which laws and regulations apply to you in your role at Powerwrap.

### Powerwrap Policies and Procedures

Powerwrap policies and procedures enable all of us who work at Powerwrap to do our jobs and comply with the laws and regulations that apply to us.

Some Powerwrap policies and procedures are enterprise-wide and apply to all of us. The Internet, Electronic and Social Media Policy, Discrimination, Bullying and Sexual Harassment Policies, Travel, Allowances and Reimbursement Policy, are just a few examples of enterprise-wide Powerwrap policies.

Other policies and procedures relate to specific jobs, facilities or teams. All of us are expected to know and follow the policies and procedures that apply to us.

You should consult with your Manager or Human Resources if you are uncertain about which policies and procedures apply to you or need assistance finding any policies or procedures referred to in the Code.

If you believe that a policy or procedure can be improved, propose the improvement to your Manager, but follow the existing rule unless or until it has been modified.



My Manager said things to our client that I think are ethically questionable and might be a breach of policy and regulations, and it makes me uncomfortable.

I know she would say I'm overreacting, and it is business as usual, but I'm concerned about Powerwrap's reputation with this client. At the same time, my Manager is very high up in the organisation and I don't think it would do my career any good to raise a question about her.

What should I do, and how am I protected if I do raise a concern?



It's important to speak up anytime you see something that you think might be ethically questionable.

You may speak to Human Resources to understand the process, although some information may be required for Powerwrap to investigate your concern and follow up with you.

It may feel uncomfortable to make a report against a colleague but be assured Powerwrap will protect you if your Manager were to act against you because you raised a legitimate concern.

# Promote a Culture of Integrity, Respect and Trust in the Workplace

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Integrity means treating one another with dignity, respect and trust in the workplace. An integrity-based culture promotes a workplace that you can be proud of and enjoy. We all share a commitment to treat others the way we want to be treated— with integrity, fairness, honesty, respect and trust.



# Diversity and Equal Opportunity

The diversity in our workforce is one of Powerwraps greatest strengths. As a growing, ambitious company, Powerwrap fosters diversity of thought and cultures. Powerwrap is committed to providing a positive work environment that offers equal employment opportunity for everyone.

Powerwrap prohibits discrimination in our hiring and employment practices. Powerwrap will not tolerate discrimination on the basis of protected personal characteristics (see below). Powerwrap is also committed to a supportive work environment where every individual has the opportunity to reach his or her full potential as a contributor to Powerwraps continued success.

Powerwrap is committed to conducting our business in a manner consistent with this principle and will comply with applicable employment and human rights laws, workplace regulations and policies in all our operations.

*As part of our inclusive culture, we never allow discrimination or harassment based on any of the following characteristics: race, colour, sex, sexual orientation, age, physical or mental disability, marital status, family or carer’s responsibilities or any other protected status under applicable laws.*

*This extends to all aspects of the employment relationship, including hiring, transfers, promotions, training, termination, compensation, rewards and working conditions.*

## Discrimination and Harassment Free Workplace

Powerwrap is committed to being fair and respectful and to creating a workplace where we are all treated with dignity. “Harassment” is unwelcome conduct, whether verbal or physical or visual, that is inappropriate based on a protected personal attribute.

Powerwrap prohibits discrimination and/or harassment of individuals, as well as the threat of either.

Powerwrap does not tolerate discrimination or harassment by anyone, including supervisors, other Managers, coworkers, contractors, vendors, temporary workers, clients, customers or other third parties.

For more details, refer to Powerwraps Discrimination and Bullying and Harassment Policies.

## No Retaliation

Powerwrap strictly prohibits retaliation for any good-faith reporting under this Code, using any of the procedures described in the Code.

Retaliation can take many forms, including:

- Consistent isolation from work-related projects, tasks, meetings or other avenues in which to provide input.
- Failure of a Manager to promote or advance an individual due to any reporting related reason.
- Withholding job-related information from an individual for reasons related to an actual or perceived report.
- Any form of harassment or discrimination based upon an actual or perceived report.

Any employee who knowingly retaliates against another because of such a report, or who interferes with an investigation based on such a report, may be subject to disciplinary action.

## Safe and Healthy Work Environment

We should all feel safe and not be concerned with inside or outside influences that could impact our job or working environment.

Regardless of your job or work area, you are expected to know and follow Powerwraps policies and procedures concerning matters affecting health and safety and to conduct yourself in a manner that promotes and protects individual health and safety—yours and others.

You are also expected to look for ways to enhance health and safety and reduce risks to your and others’ health and safety.

You should seek to correct and/or report unsafe or potentially dangerous conditions or behavior immediately.



## What Are “Powerwraps Assets?”

People, meaning you and all the other employees, contractors, agents, temporary workers and others who work for or on behalf of Powerwrap

Property, including Powerwraps physical sites and all tangible assets, such as equipment, office supplies, mobile devices, computers, company vehicles, bank accounts, cash, credit cards, sales demonstration products for which you are responsible. These assets are provided for Powerwraps business purposes.

Information, including intellectual property (such as patents, trademarks and copyrights), trade secrets, information systems, websites, electronic and social media, applications (apps) on computers and licensed software. You should treat Powerwraps assets as you would your own—with care and attention. Theft and misuse of Powerwraps assets should be reported promptly

Electronic media includes but is not limited to voicemail, email, faxes and the equipment that is used to create and receive these communications.

Electronic media also includes use of the Internet and social media, including blogs, Facebook®, LinkedIn® and Twitter®



## Computers, Phones, Electronic and Social Media

We are all responsible for appropriately and responsibly using Powerwraps computer systems, networks and other electronic media, always remembering that these company-issued assets are Powerwrap property.

We must always keep in mind that our communications, especially electronic transmissions, may be altered or shared with others without our knowledge or consent and may last for a long time, even after we think they have been deleted.

Therefore, we must think carefully when drafting electronic communications and use caution before distributing company information or sharing an opinion on a potentially public forum, including social media sites.

## Company Vehicles

Vehicles that are provided, rented, leased or paid for by Powerwrap are considered to be Powerwrap property, so you must act responsibly and exercise care when you drive these vehicles.

Powerwrap discourages the use of mobile phones and other mobile devices while operating any vehicle, whether or not it is a company vehicle. If the use of a mobile phone or other mobile device is necessary while operating a vehicle, only do so using a hands-free device.

Keep in mind that Powerwrap is not liable for your traffic or parking fines. You should report any traffic violations and accidents that involve vehicles provided, rented, leased or paid for by Powerwrap to your Manager who should file a report with Human Resources.

## Software License Requirements

Powerwrap requires that any software used on Powerwrap computers or for business purposes be subject to proper licenses. The copying or use of unlicensed or pirated software on Powerwraps computers or other equipment to conduct Powerwrap business is strictly prohibited.

When Kaitlyn gets a promotion, some of her new duties require her to use a certain computer program. When she mentions this to her friend, Huan, he tells her she doesn't need to contact IT to get the software. Huan says that he uses the same program, so he can give her a copy on CD. Is it okay for Kaitlyn to accept Huan's offer?

No, Kaitlyn should contact IT. When we purchase software, we buy a certain number of licenses—so the number of people who can use it is limited. By using Huan's copy of the software, Kaitlyn could be exceeding our allotted number of licenses which could result in unexpected costs to Powerwrap. By informing IT, Kaitlyn helps them keep track of how many licenses are being used and the associated costs.

## Electronic Media Guidelines

Below are some guidelines and rules to keep in mind:

- Powerwraps electronic media are intended for business use and should not be used for any purposes that violate the Code.
- The value that social media can bring to our business and relationships is undeniable. However, when using any form of social media, you should use good judgment and follow all company policies. Any form of illegal or inappropriate use of electronic or social media, including providing proprietary information or inappropriate or illicit comments on the Internet or social media will be investigated and may result in disciplinary action.
- Maintaining and keeping track of your electronic media also should be a priority. Computers and other devices should be password protected when not in use, and passwords should never be shared. Report any lost or stolen assets immediately.
- The incidental personal use of Powerwrap phones, faxes, computers, email and Internet is allowed, provided that such use does not interfere with Powerwraps business, your performance or that of others, or violate the Code.
- Never download or transmit messages or materials that are threatening, obscene, harassing, unlawful, unethical or inappropriate, including gambling, pornography, sexually explicit or graphic materials or language, ethnic or racial epithets, slurs or stereotyping. This activity will be subject to disciplinary action.
- You should be aware that the use of Powerwraps assets for personal use comes with limited rights of privacy. Powerwrap may access company electronic media assets at any time without notice to employees, subject to relevant legislation.
- You should use Powerwraps assets in a manner that does not permit the introduction of viruses or a breach of Powerwraps information technology security.

For more information, see Powerwraps Electronic and Social Media Policy



The Powerwrap team in which Michael works is starting work on a new product. Michael and his coworkers have to learn a new process, and Michael finds it very difficult. After a frustrating day, Michael uses a social media site to explain part of the new process in detail, complaining to his friends about how tricky it is. Has Marco done anything wrong?

Yes—our techniques, designs and processes may contain trade secrets that should not be shared with anyone outside of Powerwrap. We should all be cautious about what we say online about Powerwrap—particularly if the communication is about confidential company information. Even when a post is intended only for your friends, it's best to treat the Internet as a public place when it comes to anything that could be confidential Powerwrap information.

# Assure Integrity of Powerwraps Records

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By ensuring that all of the information we record is truthful, accurate, complete and timely, we can each help make sure that the information we and our colleagues need is reliable and available when it is needed.

Precise books and records allow Powerwrap to make realistic plans for the future and to report our Company's progress to regulators and other external stakeholders.



## What Is Included in “Books and Records?”

The term “books and records” applies to all business documents and records, including but not limited to:

- Accounting records, financial reports, bank statements, tax returns, time reports and expense reports.
- Invoices, price reports, sales reports and credit memos.
- Strategic plans, press releases, annual reports and legal opinions.
- Regulatory submissions and responses.
- Employee performance plans, remuneration and employment projections.

Books and records may be kept on paper, CDROM or in an electronic format. Email, voicemail, text messages, instant messages and other forms of electronic communication may be business records.

## Accuracy, Honesty and Completeness

Accurate, honest, complete and timely information and reporting is essential for good decision-making.

Any Powerwrap records that you create, write, edit, approve or are involved with must be accurate, full, fair, honest, complete, timely, understandable and compliant with Powerwrap policies and procedures.

Approve records only after you have addressed any questions and verified their accuracy.

Take care to avoid exaggeration, derogatory language and other expressions that could be taken out of context.

Remember to use good documentation practices.

## Financial Books and Records

We are committed to providing accurate, full, fair, timely and understandable financial books, records and accounts, in accordance with the applicable internal and external accounting requirements.

## Disclosures

We are expected to provide accurate, full, fair, timely and understandable disclosures when we communicate with the public or file reports with government agencies.

Because of the importance of maintaining the trust of investors and the communities that we impact, we must never intentionally provide misstated or misleading information in our public disclosures.

## Responses to Document Production Requests, Inspections and Audits

We are all responsible for responding accurately, completely and promptly to document production requests, inspections, audits and other inquiries.

This includes:

- Preserving records and information as directed.
- Providing all information that is responsive to a request, not just information that is favorable to Powerwraps or your position.
- Providing complete records in their original form, not records that are changed after the request is received.
- Not editing, correcting or withholding documents that have been requested, regardless of how incomplete, unclear or damaging you think they are.

If you have questions, seek guidance from your Manager or Human Resources.

## Record Retention

All Powerwrap books, records and documents that you create, receive or are otherwise responsible for should be retained for the period of time required by Powerwraps record retention policies and procedures and relevant legal and regulatory requirements.

Powerwraps retention policies, which may be revised from time to time, are based on applicable legal and regulatory requirements and legitimate Powerwrap business needs.



Powerwrap is responding to a legal matter and has asked Jerome for certain documents. He is concerned that some of the documents that he has been asked to provide might be misunderstood. Can he correct the documents before providing them so that they will be more clearly understood, or can he provide only the documents that he thinks are clear and disregard the documents that he thinks are incomplete or unclear?

No, you cannot correct documents or withhold documents that have been requested in a legal matter or other investigation. You must provide all documents that are responsive to the request, regardless of how incomplete or unclear you think they are. You should discuss your specific concerns about the documents with the requestor or your Manager so that they have the benefit of your knowledge about the documents.

# Safeguard Confidential Information

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Integrity and trust extend to the protection of the confidentiality of information—whether related to Powerwrap, clients, customers, employees, contractors, agents, temporary workers or other individuals.

## What Is “Confidential Information?”

“Confidential information” is information that is not currently known or generally available to the public.

It is our responsibility to respect and protect the confidentiality of all of these categories of information.

As you perform your job, you may learn of or have access to Powerwraps confidential information. You are responsible for safeguarding that information against inappropriate use or disclosure

This includes not discussing Powerwraps confidential information:

- With third parties, including family members and friends (unless an appropriate Confidential Disclosure Agreement (CDA) has been executed by both Powerwrap and the third party).
- With coworkers who do not have a legitimate business need to have such information.
- In public places where you might be overheard, such as airports and hotels.
- With shareholders or investors, unless you have been authorised to do so.

## Powerwraps Confidential Information

Powerwrap has many types of information that are confidential.

Some common examples of Powerwraps confidential information include:

- Product designs, research, manuals, operating procedures and technical specifications.
- Financial results business reviews, financial projections and business development plans.
- Sales reports, market research, customer lists and price lists.
- HR information including salary information, employment records and performance reviews.
- Computer software programs, files and electronic data records.

## Competitive Intelligence

An important part of being successful in a competitive marketplace is knowing what our competitors are doing.

However, it is important that we all act with integrity, respect and honesty when gathering competitive information.

Never attempt to obtain such information through deception, coercion, trespass or theft.



## Personal Confidential Information

This is information in any form that may be used to identify an individual, including but not limited to age, name, tax file number, home address and telephone numbers, background checks, credit information and employment records.

Those of us who come into contact with or handle any other personal confidential information must safeguard the confidential nature of such information.

For example, we can protect the confidentiality of any personal information by not discussing or recording, removing, copying or using it in any inappropriate manner. Such information must be used only for the express, intended purposes for which it was requested and provided by a Powerwrap employee, contractor, consultant, customer, or financial professional.

## Third Party Confidential Information

The third parties we work with, including but not limited to suppliers, business partners, consultants, lawyers and auditors, may provide confidential information to you or others in Powerwrap

If you have access to third party confidential information, you should treat it in the same manner that we treat Powerwraps confidential information.



<p>I worked for a competitor before coming to work for Powerwrap.</p> <p>I have confidential information about the competitor's future products.</p> <p>Can I use that information in my new role in Powerwrap?</p>	<p>No.</p> <p>You have a duty to protect your former employer's confidential information, just as we all must protect Powerwraps information—now and after our employment at Powerwrap ends.</p>
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# Act with Integrity in Interactions with Others

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When interacting with others outside of Powerwrap, you are expected to conduct yourself with the same integrity, respect and honesty that you use in your interactions within Powerwrap and reflect Powerwraps values.



## We do not make or receive improper payments, benefits or gains.

Powerwraps anti-bribery and corruption procedures are included below.

Integrity and trust are inconsistent with improper payments, benefits or gains of any kind.

There are certain situations that have a higher risk of an improper payment, benefit or gain being made or received.

These include rewards from current or potential customers or suppliers that are out of the ordinary, such as cash, cheques, gifts, gift certificates or travel of a high value.

Where rewards from a current or potential customer or supplier create any obligation or expectation that you will give preferential treatment to the person or company offering the reward, the reward is improper and must be refused.

### WHAT YOU MUST DO TO COMPLY WITH POWERWRAP'S ANTI-BRIBERY AND CORRUPTION PROCEDURES:

- Never accept any gift, reward or entertainment, including discounted products, free travel or accommodation, if it could create any obligation or expectation that could conflict with your work at Powerwrap.
- Never try to improperly influence the outcome of a business or regulatory decision, for example by offering a payment or benefit that is not legitimately due. These payments or benefits are unacceptable.
- Only accept gifts or entertainment in line with applicable policies and processes.
- Never make any donation or other financial contribution from Powerwrap to a political party or candidate unless it has been approved by the Powerwrap CEO and the Powerwrap Board.
- Only entertain customers and business associates with lunches, dinners or other events (such as football, cricket or the theatre) if the nature and value of the entertainment is reasonable in light of the nature and value of the business relationship with Powerwrap and the seniority of the parties attending.
- Obtain proper approval for and properly record any donations, sponsorships, charitable contributions, gifts and entertainment you accept from, or give to, a third party on behalf of Powerwrap.

## We act with honesty and integrity

Honesty and integrity are essential to everything we do at Powerwrap.

Our success depends on the trust of our customers, which is earned by acting with honesty and integrity and by considering Powerwrap, our shareholders, customers, colleagues and the general community when making decisions.

Honesty and integrity can be just as important in the things we fail to do. For example, failing to report the suspicious or dishonest conduct of a colleague reflects on your own honesty and integrity, and may ultimately affect Powerwraps reputation for honesty and integrity as well.

### WHAT YOU MUST DO:

- Immediately report any suspicions of fraud, tax evasion, theft or other dishonest behaviour by others (including colleagues or customers).
- Never improperly use your position with Powerwrap, or any information you receive through your work at Powerwrap, to further your own personal interests, or help others to do so.
- Never help a customer or anyone else to break or evade the law.
- Consider the interests and needs of the customer when providing advice, products or services to them.
- Be honest and forthright in all of your communications and dealings with Powerwrap, including with your Manager, colleagues, customers, auditors and regulators. This includes communications and dealings as a customer, as well as someone who works with Powerwrap.
- Ensure all dealings (such as transactions or commitments) with customers, suppliers or third parties are properly recorded and transparent.
- Use Powerwrap assets and funds (including corporate credit cards) for proper purposes and keep accurate and transparent records of all payments or receipts for transactions using Powerwrap funds.
- Never structure or amend any transaction to disguise, conceal or misrepresent the involvement of any party or the true nature of the transaction (for example, to conceal money laundering or the involvement of sanctioned countries, entities or individuals).

## We act in Powerwraps best interests and value Powerwraps reputation

Powerwraps reputation as a trusted and respected organisation is one of our greatest assets. Each of us has the ability to build and maintain Powerwraps reputation, or to harm that reputation and undermine Powerwraps performance.

Powerwrap shareholders, customers and the community expect Powerwrap and everyone who works at Powerwraps to act professionally and ethically. We must do what we can to meet these expectations and support others to do the same. In everything you do, you should consider how your or someone else's actions could impact on Powerwraps performance, reputation or other assets and take action to prevent or remedy anything that could adversely impact Powerwrap.

### WHAT YOU MUST DO:

- Undertake your duties with care and diligence. Remember, you are accountable for the decisions you make and the actions you take. Behave in a way that takes into account our impact on the broader community and the environment in both the short and long term.
- Deal fairly and honestly with all Powerwraps customers, suppliers, competitors and any other third parties or business partners.
- Only provide advice to customers that you are authorised to provide in the course of your work. For example, you must not provide legal or tax advice or financial advice where Powerwrap has not authorised you or you are not qualified to do so.
- Help protect Powerwrap and its customers against potential theft or fraud.
- Help protect Powerwrap from being associated with money laundering or terrorist financing, or from transacting with countries, entities or individuals who are subject to economic sanctions. This includes being alert to suspicious customer behaviour and reporting suspicious activity.
- Exercise your authorities, including your credit discretion, expenditure commitment and payment discretions and corporate credit card funds, responsibly and within their limits. You are responsible for understanding your authorities, including any relevant limits, and are accountable for how they are used.
- Use all of Powerwraps systems and equipment appropriately and for proper purposes. This includes email, messaging, internet access, and technology and financial systems.
- Never entertain customers or clients or participate in Powerwrap activities or functions in a way that may damage Powerwraps reputation, for example by consuming excessive alcohol or attending an inappropriate adult venue.

# Avoid Conflicts of Interest

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Acting honestly and with integrity also means managing conflicts of interest and never putting yourself in a situation that puts, or appears to put, your own personal interests before those of Powerwrap or our customers. The perception of a conflict of interest can do as much damage to Powerwraps reputation as an actual conflict of interest. You must be mindful of when a conflict may be perceived by others and take action to avoid or address this risk.



<p>Carmen works for Powerwrap and wishes to purchase software for use in the development of a product.</p> <p>One of Carmen's brothers is the sales Manager for a company that sells software Powerwrap could use for this product.</p> <p>Can Carmen make the purchase from her brother's employer?</p>	<p>Doing business with a supplier that employs her brother could represent a conflict of interest for Carmen.</p> <p>She should disclose the relationship to her Manager and her Manager's Manager in writing so that they can help her to avoid the conflict of interest.</p> <p>The supplier might be permitted to bid on Powerwrap business, or be engaged by Powerwrap, but because of her relationship to the Sales Manager, Carmen should not be involved directly or indirectly in the decision to purchase and in any ongoing relationship with the supplier.</p>
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## What Is a “Conflict of Interest”?

We must all conduct Powerwraps business dealings ethically, fairly and in Powerwraps best interest.

This means we must take care to avoid any real or potential conflict of interest.

A “conflict of interest” can occur whenever a person has two or more competing interests—personal or otherwise—that may interfere with his or her ability to make impartial decisions.

A conflict of interest or the appearance of a conflict of interest may exist if you, a close family member (a parent, spouse, domestic partner, child, sibling or in-law) or a friend:

- (a) Works for a company or organisation that Powerwrap may be doing business with, wants to do business with or wants to acquire.
- (b) Is currently or has been employed in the past five years by such a company or organisation.
- (c) Serves on a board of directors of such company or organisation.
- (d) Has a significant financial or other interest in a competitor.
- (e) Identifies or is presented with a “corporate opportunity.” A corporate opportunity is a business or investment opportunity that we discover through our position at Powerwrap and is one that our company may reasonably wish to pursue.

We may never take any such opportunity for ourselves or help anyone else take such an opportunity for themselves, unless we disclose it and obtain advance written permission before proceeding.

Two situations that may present a conflict of interest are:

- (a) Accepting other kinds of “outside employment” that may not necessarily compete with Powerwraps industry but would compete for your time and attention and could negatively affect your work at Powerwrap.
- (b) Receiving improper personal benefits because of your position at Powerwrap. Such benefits may include gifts or loans from Powerwrap or an entity or person with whom Powerwrap does business.

There are, of course, many other situations that may present conflicts of interest.

## What Should You Do If a Conflict of Interest Arises?

If you encounter a real or potential conflict of interest situation, there are four steps you must take:

1. Promptly disclose the situation to your Manager and his or her Manager (where relevant) in writing. Retain the written communication in the event that you are asked at a later date to prove that you complied with this direction.
2. Remove yourself from the decision-making process.
3. Do not try to influence the decision-making process in any manner.
4. Do not get involved in the day-to-day business relationship between Powerwrap and that company or organisation.

You may not be able to resolve a conflict of interest situation on your own.

Seek guidance from your Manager, another Manager or Human resources if you have a real or potential conflict of interest.

## Be a Responsible Corporate Citizen

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We all share the responsibility for improving our communities and making the world a better place to live and work, for today and for the future. At Powerwrap, we strive to do our part, by acting as a responsible corporate citizen wherever our company has a presence.

This responsibility is about ensuring our business is managed to take account of social, environmental and economic risks and opportunities.

By taking these factors into consideration across all areas of our business, we can create and preserve value for customers, shareholders, our people, the environment and the communities in which we operate.





## What to do if you suspect the Code has been breached

You are encouraged to report to your direct Manager, another Manger and/or Human Resources any genuine behaviour or situation which you believe breaches or potentially breaches the Code of Business Conduct, policies or the law.

Alternatively, you can report unacceptable behaviour through any of the following channels:

- the CEO; or
- a Director of the Company.

Managers to whom potential breaches are reported should discuss the issue with the CEO and Human Resources who will assess the appropriate action to be taken in response to the report.

If you wish to report a breach or potential breach anonymously, you may provide a detailed report in writing to the Chief Executive Officer, Powerwrap Limited or via Powerwraps Whistleblower Policy.



## Who to speak to if you have questions

The Code of Business Conduct does not include:

- every ethical issue that an employee might face; nor
- every law and policy that applies to the Company.

In representing the Company, you are expected to act in a manner consistent with the key values underpinning the Code of Business Conduct, namely:

- our actions must be governed by the highest standards of integrity and fairness;
- our decisions must be made in accordance with the spirit and letter of the applicable law; and
- our business must be conducted honestly and ethically, with our best skills and judgment, and for the benefit of customers, employees, shareholders and the Company alike.

If you have any questions regarding the Code of Business Conduct or any of the Company's policies at any time, you should contact your Manager, Human Resources or the CEO.

Similarly, if you believe that the application of the Code of Business Conduct in a particular circumstance would be inappropriate or detrimental to the Company, you must contact your Manager, Human Resources and/or the CEO to ask for clarification or request that an exception be made.

Thank you for reading and following Powerwrap's Code of Business Conduct.

Remember to use the Code as your **ethical compass** for making decisions that support Powerwraps Vision and Values



## Our Purpose (Why)

*"unleash potential, achieve freedom"*

## Our Vision

*"To be the platform of choice for sophisticated advisors."*

## Our Mission

*"Seamless delivery of investment choices keeping advisors ahead of the market."*

## EVP

*"One united team. One exciting journey."*

## Our Values

**(We Are) Customer Obsessed:** we set the highest standards in service and value for our clients, stakeholders and each other.

**(We) Deliver Outstanding Results:** we take responsibility for our own work, we accept when things could have been done better, we do not blame others.

**(We) Challenge the Status Quo:** we are encouraging and embracing of innovation to achieve continuous improvement, we are open to new ideas and we embrace the opportunity for change.

**(We are) Better Together:** we value and respect the contribution of all of our people, we provide constructive feedback to each other and promote team work and cooperation across all of our teams.

### Important Notes about the Code

The Code is a living document that is regularly reviewed and may be revised from time to time. Powerwrap reserves the right to amend or alter the Code at its discretion.

Powerwraps Code of Business Conduct is not an employment contract.

The Code does not alter the terms of any employment or any other contract with Powerwrap. Any waiver or exception to this Code for individuals other than members of Powerwraps Board of Directors or corporate officers requires written approval from the Chief Executive Officer.

Any waiver or exception of the Code for members of Powerwraps Board of Directors and corporate officers requires written approval by the Board of Directors after disclosure of all material facts by the individual seeking the waiver.