Code of Conduct

Our Ways of Working

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1. Background

Praemium Limited (ASX:PPS) and its subsidiaries (Praemium) are committed to maintaining the highest standards of lawful, ethical and responsible behaviour. We strive to foster a workplace culture where everyone is treated with dignity, courtesy and respect, and where our values guide how we work with each other, our clients, shareholders and the broader community.

Unacceptable behaviour is taken seriously and may be unlawful. Praemium does not tolerate discrimination, harassment, sexual harassment, bullying, racism, vilification, victimisation or any other behaviour that fails to meet the standards set out in this Policy.

2. Purpose

The purpose of this Policy is to:

- Provide an ethical and behavioural framework that outlines Praemium's values and ways of working;
- Clearly set expectations for appropriate and unacceptable workplace behaviour;
- Encourage employees to speak up about concerns without fear of reprisal;
- Support a safe, respectful and inclusive working environment;
- Outline roles, responsibilities and reporting mechanisms; and
- Ensure compliance with applicable laws, regulations and governance standards.

3. Scope

This Policy applies to all directors, officers, employees, contractors and consultants (collectively referred to as employees).

It applies to conduct that occurs:

- In any work-related context, including on-site and off-site locations;
- During work-related travel, conferences, social events and functions;
- When working remotely, including from home;
- In electronic communications and on social media; and
- At any time, employees are representing or associated with Praemium.

4. Our Values

We expect all employees to act in a way that reflects Praemium's values:

We place our clients at the centre of everything we do	Our primary focus is our clients. We seek out what our clients want and what is key to them, and we are not satisfied until they are.
We are devoted to collaboration and teamwork	Across teams and departments, allowing everyone to contribute with unique skills, we work together to achieve our goals and deliver excellence.
We are consistent and reliable	We aspire to the motto, "At Praemium it just works". No matter how complex the problems are, our clients love us as we solve and deliver consistent high-quality solutions and services.

We take ownership and champion continuous improvement	We hold ourselves accountable for what we do and our results, with a mindset that allows us to improve continuously.
We lead by example and influence positive results	Our leaders empower our teams through open communication with trusted directions inspiring them to find solutions and go above and beyond for the best results.

5. Our Values in Action

5.1. We place our clients and shareholders at the centre of everything we do

» Act in the best interests of clients and shareholders.
» Deliver high-quality, reliable products and services.
» Avoid and appropriately manage conflicts of interest.
» Accept or give gifts and entertainment only when lawful, appropriate and in line with policy.

5.2. We are devoted to collaboration and teamwork

» Treat everyone with respect and courtesy.
» Value diversity, inclusion and the unique contributions of others.
» Communicate openly, honestly and professionally.
» Do not tolerate offensive, abusive, discriminatory or inappropriate behaviour.

5.3. We are consistent and reliable

» Comply with all legal, regulatory and policy requirements.
» Use company resources responsibly.
» Protect confidential and sensitive information.
» Communicate honestly and transparently with stakeholders.

5.4. We take ownership and champion continuous improvement

» Take individual responsibility to identify, manage, control and report risk in line with our Risk Management Framework.
» A sense of accountability and ownership when things are going right and in the face of challenges.
» Give our best efforts, learn from our successes and setbacks and pursue opportunities to improve our performance.

5.5. We lead by example and influence positive results

» Deliver our objectives, our promises and go the extra mile for our clients.
» Share ideas freely to create solutions that support our vision and purpose.
» Look for ways to delight people within and outside our organisation.

6. Unacceptable Workplace Behaviour

Unacceptable behaviour includes but is not limited to:

» Discrimination;
» Harassment (including sexual harassment);
» Bullying;
» Racism;
» Vilification; and
» Victimisation.

Such behaviour may occur once or repeatedly and may involve verbal, non-verbal, physical, psychological or online conduct.

Examples

- » Aggressive or intimidating behaviour;
- » Unwelcome sexual advances or comments;
- » Derogatory remarks, jokes or offensive material;
- » Spreading malicious rumours;
- » Exclusion from work-related activities;
- » Retaliation against someone who raises a concern.

For definitions of Unacceptable Workplace Behaviour, see Appendix 1.

Praemium takes complaints of unacceptable behaviour seriously including complaints by an alleged victim and bystander(s) who witness unacceptable behaviour. Unacceptable behaviour has significant negative consequences that may impact an employee's health and wellbeing, Praemium's culture, and its reputation.

Resolution of unacceptable behaviour complaints may take many forms, and these may/will be dealt with on a case-by-case basis, depending upon the severity and urgency of the complaint.

Allegations of unacceptable behaviour are handled in accordance with the Grievance Procedure which include options for both informal and formal approaches.

7. Reporting, Speaking Up and Support

Praemium encourages employees to speak up about unacceptable behaviour, misconduct or ethical concerns.

Employees may:

- » Raise concerns with their manager, Executive Team Leader or People & Culture;
- » Use the Grievance Procedure;
- » Report concerns under the Whistleblower Policy (including anonymously where applicable);
- » Seek confidential external professional support where provided by Praemium.

Praemium does not tolerate retaliation against anyone who raises a genuine concern or supports another employee in doing so.

8. Training and Awareness

Training on this Policy will be provided at induction and on an ongoing basis. Employees are responsible for understanding and complying with this Policy.

9. Non-Compliance

Breaches of this Policy will be taken seriously and investigated. Disciplinary action may be taken, up to and including termination of employment. Each matter will be assessed on a case-by-case basis.

10. Roles & Responsibilities

Role	Responsibility
Board	» Approve this Policy and oversee culture and values.
Remuneration & Nomination Committee	» Monitor compliance and oversee breaches. » Review and provide feedback on the Policy and recommend the Policy to the Board.
Chief Executive Officer	» Ensure that Praemium's practices and processes incorporate measures to prevent unacceptable behaviour.

	» Promote a culture of compliance and respectful behaviour.
Chief Risk, Compliance and People Officer	» Oversee investigations of breaches of the Policy in accordance with the Incident & Breach handling Policy. » Support resolution of complaints. » Review and report to the Remuneration and Nomination Committee, as appropriate, on the effectiveness of the measures established to remove unacceptable behaviour, including broader trends, themes and/or risks that emerge from complaints made under this Policy.
People & Culture Team	» Administer this Policy and related procedures. » Provide training and reporting. » Manage any disciplinary action associated with breaches of the Policy.
Leaders and Managers	» Role model appropriate behaviour. » Ensure team awareness and compliance. » Ensure all complaints are treated seriously and confidentially. » Address and escalate concerns promptly and fairly.
Employees	» Act in accordance with this Policy and applicable laws. » Treat others with respect. » Report unacceptable behaviour or misconduct they experience, witness or are alerted to. » Cooperate with investigations and maintain confidentiality.

11. Related Policies

This Policy should be read in conjunction with:

- Whistleblower Policy;
- Grievance Procedure;
- Conflicts of Interest Policy;
- Occupational Health, Safety and Wellbeing Policy;
- Trading Policy;
- Anti-Fraud, Bribery and Corruption Policy; and
- Privacy Policy.

Appendix 1 - Definitions

Term	Definition
Bullying	Repeated and unreasonable behaviour directed towards an employee or a group of employees that create a risk to health and safety. Bullying can be minor inappropriate behaviours, each of minimal effect when viewed in isolation from each other and when combined, demonstrate a systematic and significant episode of bullying when experienced over a period. Patterns of bullying may cause physical or emotional harm through verbal, non-verbal, physical, or psychological abuse or humiliation. An isolated instance of bullying behaviour may appear subtle or inconsequential but, when it forms part of a larger, unwelcome pattern, it is bullying, nonetheless. Examples of bullying includes but are not limited to: • Aggressive or intimidating conduct. • Belittling or humiliating comments. • Spreading malicious rumours. • Teasing, practical jokes or initiation ceremonies. • Exclusion from work-related events. • Unreasonable work expectations, including too much or too little work, or work below or beyond an employee's skill level. • Belittling an employee's contribution or opinion. • Stalking, assault, threat of assault which may involve the police. Behaviour that does not constitute bullying includes but is not limited to: • Expressing differences of opinion. • Informing an employee about unsatisfactory work performance in an honest, fair, and constructive way. • Taking disciplinary action including suspension or termination of employment where appropriate or justified in the circumstances. Organisational change or downsizing.
Discrimination	When an employee or prospective employee is treated unlawfully or differently due to certain characteristics or treating someone unfairly or differently because of legislative attributes i.e. • their gender identity or expression, • age, • physical features (Victoria only), • pregnancy or potential pregnancy, • breastfeeding, • race (including colour, ethnicity, and descent), • physical or mental disability, • sexual orientation, • religion, • carer's responsibilities, • marital status, • social origin, • political belief, • employee association activity, • irrelevant criminal record, and/or • personal association with a person identified by reference to the above attributes.

	Direct discrimination is when someone is treated unfairly compared with someone else in the same or similar circumstances, and this is because of one of the above attributes or a characteristic of an attribute. An example of direct discrimination based on a legislative attribute of pregnancy is: • A manager refuses to support an employee's training application because she is pregnant. This is direct discrimination based on pregnancy. Indirect discrimination is when a person imposes or proposes to impose an unreasonable requirement, condition, or practice that someone with a protected attribute does not or cannot comply with. An example of indirect discrimination based on a legislative attribute of carers responsibilities is: • A policy that requires employees to attend meetings early in the morning or late in the afternoon when it is not necessary or reasonable in all the circumstances and is likely to disadvantage employees with carer's responsibilities. Behaviour that does not constitute discrimination include, for example: • Not being able to accommodate the reasonable request of an employee with carer's responsibilities for a particular roster because it is not operationally appropriate or possible.
Harassment	Unwelcome behaviour that makes a person feel belittled, intimidated, offended or apprehensive, and that a reasonable person, considering all the circumstances, would expect to cause offence, intimidation, or apprehension. The most serious examples include sexual harassment, workplace bullying, racial or religious vilification and victimisation.
Racism	Discriminatory attitudes, beliefs, behaviour, distinctions, exclusions, restrictions, or preferences that are based on presumptions about a group or person's ethnic background, colour, race, descent, or immigration status.
Sexual Harassment	Sexual harassment is behaviour of a sexual nature, which is unwelcome and has the effect of offending, intimidating, or humiliating the person being harassed. Examples of sexual harassment may include but are not limited to: • Unwelcome touching, hugging, or kissing. • Suggestive comments about a person's body or appearance. • Staring at a person or parts of their body. • Gender based insults or taunting, sexist jokes. • Asking questions or unwanted confidences of a sexual nature. • Pornographic, offensive, or rude images. • Emails, screensavers, or internet sites visible to, or accessible by, another employee that are sexually explicit. • Repeatedly asking an employee out for drinks or on a date. • Hostile actions taken against an employee because of that individual's gender, gender identity, expression or orientation, sexual orientation etc. Behaviour that does not constitute sexual harassment includes behaviour which is based on mutual attraction, friendship, and respect. If the interaction is consensual, welcome, and reciprocated, it is not sexual harassment. However, the existence of close personal relationships between employees, may give

	rise to actual, potential, or perceived conflicts of interest. For example, if one person can control or affect the career or employment opportunity of the other. These relationships must be disclosed to the Chief Risk, Compliance and People Officer, so that any professional aspects of the relationship are appropriately managed.
Victimisation	Any conduct which disadvantages a person because he or she has complained, or intends to complain, about being harassed, sexually harassed, discriminated against, bullied, or vilified. Examples include an employee being denied a development opportunity because they have lodged a complaint. or being ostracised by team members. Victimisation also includes conduct which disadvantages a person who is assisting or supporting a person who has been subjected to unacceptable behaviour.
Vilification	One-off or repeated public conduct that incites hatred against, serious contempt for, or revulsion or severe ridicule of, an individual or class of individuals on the grounds protected by anti-discrimination legislation, including that individual or group's race, ethnic origin, colour, religious belief, HIV or AIDS status or activity or sexuality. Examples of vilification include: • Displaying or communicating offensive material. • Calling people names and making offensive comments. Displaying behaviours that are intended to offend, humiliate, insult, or intimidate any of the above class of individuals.