



## Code of Conduct

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### 1. Introduction

Think Childcare Limited ACN 600 793 388 (“**Company**” and, together with its controlled entities, the “**Group**”) is committed to acting as a good corporate citizen while it pursues its business objectives. In order to achieve this, it is important that every employee conduct themselves with the highest ethical standards. This code of conduct (“**Code**”) is not intended to be exhaustive, but sets out the minimum ethical standards expected of all employees of the Group as well as the Group's contractors, sub-contractors, agents and other personnel required to perform functions on any premises of the Group in a number of areas.

### 2. Application

This Code applies to all the Group's employees, including all Directors and the Managing Director (“**MD**”) / CEO (“**Employees**”). The Group also requires contractors, sub-contractors, agents and other personnel required to perform work on the Group's premises or at a childcare centre managed by the Group, to adhere to this Code, and for the purposes of interpretations of this Code, such persons will be deemed to be Employees.

### 3. Purpose

As well as assisting to discharge the legal and equitable duties owed by Employees, the purpose of this Code is to:

- articulate the high standards of honesty, integrity and ethical, responsible and law-abiding behaviour expected of Employees;
- demonstrate the commitment of the Group and its Directors and senior executives to, and to encourage the observance of those standards, to protect and promote the interests, and take into account the reasonable expectations, of the Company's shareholders and other stakeholders of the Group (including employees, customers, suppliers, creditors, consumers and the broader community);
- guide Employees as to the practices necessary to maintain confidence in the Group's integrity and comply with their legal obligations; and
- set out the responsibility and accountability of Employees to report and investigate any reported violations of this code or unethical or unlawful behaviour.

While this code of conduct is designed to ensure the Group delivers on its commitment to acting ethically and responsibly and to sustainable business practice, it does not create any rights in any employee, client, customer, supplier, competitor, shareholder or any other person or entity.

### 4. Honesty and Integrity

The Group's reputation as a good corporate citizen can only be achieved and maintained if Employees act with honesty and integrity in all our dealings with the Group's business partners,



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customers, suppliers, communities, government authorities, as well as work colleagues. Each Employee and Director must:

- act honestly and fairly in all commercial dealings and conduct themselves with professional courtesy and integrity;
- perform their responsibilities with due care, diligence and good faith;
- respect all people they have dealings with; and
- report any possible dishonest or fraudulent behaviour of which they become aware in accordance with this Code.

## 5. Conflicts of Interest

Employees must avoid entering into situations where their personal, family or financial interests or duties to any third party may be in conflict with, or could reasonably be perceived to be in conflict with, the interests of the Group or their duties and responsibilities to the Group.

Employees may have a conflict of interest if in the course of their employment or engagement with the Group:

- any of their decisions lead to an improper gain or benefit to them or their associates; or
- their personal interests, the interests of an associate or relative, or obligation to some other person or entity, conflict with their obligations to the Group.

Where any such conflict arises, as soon as reasonably practicable upon becoming aware of the conflict, the relevant employee or Director ("**Notifying Party**") must make appropriate notifications:

- in the case of Employees, notification must be made to their immediate manager in the first instance, who will determine the appropriate action to take (if necessary in consultation with a member of senior management); and
- in the case of a Director, notification must be made to the Chairman (and in the case of the Chairman, to the other independent Directors) who will determine the appropriate action to take and in accordance with the Company's constitution.

## 6. Personal Gains, Gifts and Other Payments

Employees must not accept payments, gifts or other kinds of reimbursement from a third party that could affect or appear to affect their objectivity in business decisions or which may be seen as excessive beyond socially acceptable boundaries.

Employees must not improperly use their position, property or information acquired through their position for personal gain or the gain of an associate, or to compete with or harm the Group, and must keep their personal or external business dealings separate from the Group's business dealings. Employees must only use goods, services and facilities received from the Group in accordance with the terms on which they are given.



In addition, Employees must not accept commissions or payments which may be seen as constituting bribery or fraud, or participate in corrupt business practices and must comply with the ***Fraud and Corruption Policy***.

## **7. Professionalism and the Work Environment**

In addition to acting ethically, the Group seeks to continually improve the quality of the work of its Employees and their work environment. To achieve this, Employees must:

- attend for work as required and on time in accordance with their ordinary working hours and days unless absent with reasonable excuse;
- ensure that their appearance is neat, clean and appropriate for their particular area of work;
- strive to deliver exceptional work and service to the Group's customers;
- treat work colleagues with respect, and do not discriminate on the grounds of a person's race, gender, religion, marital status, sexual preferences, disability or other attributes recognised by relevant State and Federal Discrimination legislation;
- not tolerate or participate in harassment, including sexual harassment or offensive language, or any form of bullying or victimisation;
- not tolerate or participate in coercing (or via duress encourage) another employee to join or partake in a political activity;
- not attend for work and/or perform any work task if they are under the influence of alcohol or drugs; and
- cooperate with others in the workplace to create a safe and healthy workplace in accordance with any applicable Occupational Health and Safety policy.

## **8. Respect for Human Rights**

The Group supports and respects the protection of human rights within its sphere of influence, in particular, supports effective elimination of compulsory labour and child labour, and it will make this a criteria in the choice and management of its relationships with suppliers and sub-contractors.

## **9. Community Relations**

The Group is committed to making a positive social contribution to the communities in which it operates. The Group is also committed to embracing diversity as set out in the ***Diversity Policy***.

## **10. Safety**

The Group is committed to providing and maintaining a safe work environment. It is the responsibility of each employee and Director to familiarise themselves with, and adhere to, each Occupational Health and Safety policy that is applicable to their field of employment within the Group.

## 11. Fair dealing

The Group is committed to ensuring it does not engage in behaviour, or allow or ignore behaviour by others that violates the principles and the laws of fair competition including those set out in the *Competition and Consumer Act 2010* (Cth) and the fair trading laws in the relevant state or territory. Fair competition means that the Group competes on the basis of customer service and products rather than by obstructing competitive conduct and that the Group only uses its strength in legitimate ways. As a general rule:

- Employees must not make deals with the Group's competitors about how the Group competes;
- Employees must not discuss, exchange information or make arrangements with competitors on matters such as pricing or pricing policies (past, present or future), marketing approaches, promotions, profits, costs, terms and conditions of sale, choice by customers, territories, or engage in the limiting of production of, or boycotting of, a competitor, distributor or customer;
- Employees must not use the Group's position to limit or exclude a third party from competing with the Group;
- Employees must be fair in their dealings with competitors and must not be insulting about the Group's competitor's products or services; and
- Employees must not make any false or misleading statements in the course of recruiting or promoting new staff.

## 12. Insider Trading

Employees should be aware that they may from time to time be in possession of price sensitive information relating to the Company and its share value that is not generally available to the wider market, and accordingly must ensure that they comply at all times with the ***Securities Trading Policy***.

## 13. Communications and Privacy of Data

The Group is committed to open and transparent communications within the confines of confidentiality and privacy. Employees must respect the privacy of information relating to individual persons (whether employees or third parties) which they hold or handle as part of any information processing activities. Employees must not, without proper authority, access, modify, disclose, or make use of any confidential, commercial and/or personal information for any purpose other than for authorised and necessary work purposes and must ensure they familiarise themselves with, and comply with the privacy laws of Australia (or where applicable, the jurisdiction of their business unit).

Employees must otherwise deal with such information in accordance with the Group's ***Privacy Policy***.

## 14. Confidentiality

Any information acquired by Employees while performing their duties is confidential information of the Group, its customers or suppliers and must be kept confidential. Directors must not disclose the information to a third party except where that disclosure is:

- authorised by the Board of Directors (“**Board**”); or
- required by law or a regulatory body (including a relevant Stock Exchange).

The existence and details of any Board and company management information, discussions, and decisions that are not publicly known and have not been approved by the Board for public release, are confidential information of the Group and subject to this Code.

Employees' obligations of confidentiality continue after they leave the Group.

#### **15. Compliance with the Law and Group Policies**

The Group respects the law and is committed to the adherence to all applicable laws and regulations and to not breaching any applicable law or regulation. Each Director and Employee must comply with the letter and spirit of any applicable law, this Code and any applicable policies and guidelines of the Group and not knowingly participate in any illegal or unethical activity.

#### **16. Breach of this Code**

The Group emphasises the need for all Employees to comply with the requirements of this Code. Any Employee found to be in breach of the requirements of this Code may be subject to disciplinary action, up to and including termination of employment. Employees should refer to the relevant procedures of the Group for further information on disciplinary action.

This Code is a best practice procedure and does not create any binding obligations on the Group or contractual rights for Employees. The Company may vary the Code from time to time at its discretion.

#### **17. Reporting of unlawful and unethical behaviour**

The Group expects Employees to report (in good faith) any actual or suspected violation of this Code, any of the Group's policies or any behaviour that is illegal, unethical, fraudulent or deceptive by Employees (“**Reportable Behaviour**”) and to encourage others to do the same.

Employees may use their own judgment in deciding to whom to report any Reportable Behaviour, however Directors are encouraged to report to another Director or the Chairperson of the Board and Employees are encouraged to their immediate manager or the human resources Manager.

A person to whom a report is made of Reportable Behaviour must ensure:

- that a proper and thorough investigation is conducted;
- that any person the subject of an investigation is given a reasonable chance to respond to allegations (ensuring confidentiality of the reporting person is preserved); and
- that appropriate disciplinary action is taken if the allegation is substantiated.

If an Employee (“**Reporting Person**”) reports Reportable Behaviour in good faith, each Employee must ensure:

- that the Reporting Person's position of employment is protected; that their identity is only disclosed with their consent (except where disclosure is required by law); and



- that no disciplinary or discriminatory action is taken or tolerated against the reporting person for reporting the violation

The Reporting Person is not protected from civil or criminal liability for any of his or her conduct that may be revealed by an investigation, however in some cases the fact the Reporting Person has made a report may take into account as a mitigating factor when determining actions that may be taken against him or her.

The *Corporations Act 2001* (Cth) provides additional protections in relation to the reporting of a possible contravention of the Corporations legislation.

#### **18. Approved and adopted**

This Code was approved and adopted by the Board on 27 March 2015.

This Code was reviewed and approved by the Board on the 15 February 2018.