

Code of Conduct

This policy applies to all team members directly employed by M2 Group Ltd (ACN 091 575 021) or one of its Related Bodies Corporate (Team Members). It will apply to third party suppliers, subcontractors, agents and their respective employees as relevant.

1. Purpose and Objective

M2 is committed to promoting ethical and responsible decision making in every aspect of M2's business and expects each Team Member to share this commitment. The key objectives of this document are to outline and clarify the standards and expected practices around:

- ◆ the ethical behaviour expected of M2, senior management, employees and contractors;
- ◆ maintaining public confidence in M2's integrity;
- ◆ M2's legal obligations and the expectations of shareholders and other stakeholders;
- ◆ detecting, reporting and investigating reports of unethical, unlawful or irresponsible practices; and
- ◆ M2 being a responsible and respectable corporate citizen.

2. Scope

M2 expects each Team Member will familiarise themselves with their responsibilities under this Code of Conduct and;

- ◆ comply with all applicable laws and contractual obligations;
- ◆ deal fairly at all times;
- ◆ comply with M2's policies, codes of conduct and standards of accepted behaviour;
- ◆ avoid situations of actual or perceived conflicts of interest;
- ◆ avoid the improper use, theft or misappropriation of M2's assets;
- ◆ preserve and not abuse the privacy and personal information of individuals;
- ◆ be aware of M2's continuous disclosure obligations, particularly when making public communications and facilitate compliance with such obligations;
- ◆ adopt a zero tolerance approach to discrimination, victimisation and harassment;

- ◆ adopt a zero tolerance approach to unsafe and unhealthy work practices;
- ◆ adopt a zero tolerance approach to corruption and inappropriate inducements;
- ◆ be mindful of M2's responsibilities to the community and ambitions of corporate social responsibilities; and
- ◆ report instances of failures by Team Members to comply with the requirements set out above and in this Code of Conduct.

3. Compliance with Laws and Contractual Obligations

Laws

M2, individual directors and Team Members are all subject to various, wide ranging legal responsibilities which include obligations in respect of:

- ◆ work health and safety;
- ◆ acceptable working conditions;
- ◆ environmental protection;
- ◆ protection of privacy and communications;
- ◆ securities trading;
- ◆ the required performance by individual directors; and
- ◆ the improper use of information by M2 and by Team Members.

Team Members, whatever the role and position, must be aware of, and comply with, the duties and obligations which apply under all relevant laws. It is expected that each Team Member will complete all relevant training and assessment tasks which have been made available to them and is required of their particular role.

Contractual Obligations

In addition to legal obligations, M2 has a variety of obligations under agreements with customers and suppliers. Failure to comply with a contractual obligation which a Team Member is aware or has been informed of will be treated seriously as such failures have the potential to badly damage relationships between M2 and its suppliers, customers and creditors and can expose M2 to considerable financial loss.

4. Fair Dealing

M2 strives to maintain the highest standard of ethical behaviour in business and to act with integrity in all dealings with shareholders and other stakeholders, including employees, customers, suppliers, creditors, consumers and the wider community in which M2 operates.

All Team Members are expected to perform their duties in a professional manner and act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of M2 by dealing fairly at all times. If a Team Member is unsure of whether a particular dealing is or may be unfair, the Team Member is expected to discuss the matter with their manager or contact companysecretary@m2.com.au.

5. Conflicts of interest

A conflict of interest may arise where a Team Member's personal interests influence the way a Team Member completes their work for M2. Each Team Member is required to act in the best interests of M2 at all times during the course of their time with M2. See below for examples of situations of conflict (see also 'Corruption and Improper Inducements' below).

Improper personal benefits

Team Members are expected to not exploit their position or relationship with M2 for improper personal gain. A non-exhaustive list of unacceptable behaviour include:

- ◆ an advisor to M2 receives a valuable gift from a supplier to M2;
- ◆ a spouse of a Team Member receives higher commissions, lower targets, or generally more favourable terms than other dealers without proper justification;
- ◆ encouraging M2 to accept a person who is a credit risk as a customer so that the Team Member can receive a payment or other favours;
- ◆ urging M2 to sign an agreement with a supplier because the Team Member will receive a benefit from the Supplier.

Financial interests in other businesses

Team Members are expected to avoid ownership in other businesses that compete with M2 or appears to compromise loyalty to M2, such as (for example) by being a material shareholder in a company:

- ◆ which has significant dealings with M2; and
- ◆ which is a reseller of M2 and, without proper justification, receives rates or service charges which are lower than ordinarily provided to other resellers.

Corporate opportunities

Team Members are expected to promote and advance the legitimate commercial interests of M2, so that where a Team Member in connection with their engagement, discovers a commercial opportunity which may be of interest to M2, the Team Member must inform M2 of that opportunity and may not compete with M2 in pursuing that opportunity. Examples of such actual or perceived conflicts of interest include:

- ◆ a sales manager finds a prospect but refers them to a friend employed by a competitor;
- ◆ a resigning Team Member copies customer lists, aiming to contact them on behalf of another employer (see also 'Improper use, theft or misappropriation' below); and
- ◆ a Team Member helps or encourages M2 to enter into an agreement with a related person or company other than on ordinary commercial terms.

Guidance on and Reporting conflicts of interest

If a Team Member becomes aware of an actual or perceived conflict of interest, or would like further guidance, they can speak with their manager or to the company secretary by email to companysecretary@m2.com.au. See also 'Whistle-blower Policy'.

6. Improper use, theft and misappropriation

In the course of a Team Member's time with M2, they may have access to items and information that belong to M2 (M2 Property) such as:

- ◆ laptops, mobile phones, and other equipment supplied or paid for by M2;
- ◆ databases and lists, including customer and supplier information;
- ◆ security access cards and photocopy passes;
- ◆ stationary;
- ◆ financial, product, marketing, technical or other business information;
- ◆ documents, files, emails sent to and from a work email account;
- ◆ vehicles; and
- ◆ credit cards.

Team Members must not abuse, steal or misuse M2 Property and should protect M2 Property from loss, damage or theft. Failure to take reasonable steps to protect M2 Property may mean the Team Member must replace, repair or compensate M2 for any loss, damage or theft.

Improper use

Team Members must not use M2's electronic communications systems to access or post material that is pornographic, discriminatory, obscene, rude, offensive or violates laws, policies, codes of conduct or standards. See also 'IT Resources & Electronic Communications Policy'. If a Team Member is not sure of whether a particular use is permitted, the Team Member should contact Human Resources.

Theft and misuse

Theft or misuse of M2 Property is not tolerated and will be taken very seriously in accordance with the 'Disciplinary Policy'. Examples of theft or misuse include;

- ◆ submitting false or misleading compensation or reimbursement claims;
- ◆ taking and using stationary for personal use;
- ◆ copies of M2's customer or supplier databases or lists;
- ◆ collecting a mobile phone on behalf of a customer but keeping it and providing the customer with another mobile phone;
- ◆ use of a credit card supplied by M2 for personal expenses;
- ◆ allowing a friend to use a parking space, where the parking space is paid for or subsidised by M2.

After the engagement

When a Team Member's time with M2 ends, all M2 Property is to be returned in the same condition in which it was received, fair wear and tear excepted. M2 Property such as documents, files, emails, databases, lists and other information must either be returned (or permanently deleted if M2 so requests). M2 will regard a failure to do so seriously.

M2 will not tolerate theft or misuse of M2 Property and may exercise its rights to the full extent of the law, including to involve the police. Such examples include if a Team Member:

- ◆ fails to return a mobile telephone or laptop supplied by M2;
- ◆ contacts M2 customers for a competitor of M2 or for themselves; and
- ◆ uses the information of M2 on behalf of a competitor of M2 or for themselves.

The Board of Directors

The Board and individual directors are subject to more rigorous obligations relating to material personal interests, situations of conflicts and transactions with related parties. A supplementary 'Conflicts of Interest Policy' has been formulated for the Board and individual directors.

7. Privacy

Team Members may be exposed to private or personal information of customers and M2 requires that Team Members do all things reasonable and necessary to protect personal information from unauthorised access, use or disclosure.

Unauthorised collection, access, use or disclosure of private or personal information can cause considerable reputational damage to M2 and expose M2 to considerable financial loss. M2 has mandatory training for all Team Members in Privacy issues and this training must be completed. See also the 'Privacy Policy', which all Team Members are expected to adhere to.

8. Continuous Disclosure and public communications

M2 is a listed public company and so is subject to extensive obligations under laws that govern corporations and rules related to the Australian Securities Exchange (ASX) to immediately disclose to the public all information of which it is aware that may have a material effect on the M2 share price or value (Continuous Disclosure Obligations).

M2 relies on Teams Member to ensure that M2 complies with these obligations. Examples of information which might have a material effect include information about:

- ◆ a proposed acquisition or disposal of a company;
- ◆ significant customers or suppliers; and
- ◆ financial information, especially related to the expected or actual financial results for M2.

9. Confidentiality

All Team Members are to treat M2's Continuous Disclosure Obligations seriously and must:

- ◆ not disclose non-public information other than as expressly permitted;
- ◆ not disclose information about acquisitions and finances to any person without the express consent of the Chief Executive Officer;
- ◆ notify the company secretary if they become aware of non-public information which may have a material effect on the price or value of M2's securities; and
- ◆ not make any public announcements in respect of information which may have a material effect on the price or value of M2's securities.

There are strong laws which govern the use and abuse of inside information to trade shares, sometimes referred to as “Insider Trading”. Each Team Member is under strict legal obligations to maintain the confidentiality of such information. See also ‘Continuous Disclosure and Communications Policy’ and the ‘Securities Trading Policy’.

10. Equal Opportunity and Work Safety

M2 is committed to being an equal opportunity employer and has a zero tolerance approach to discrimination, victimisation and sexual harassment. M2 has mandatory training for all M2 Team Members on these important issues and this training must be completed.

See ‘Bullying & Harassment Policy’, ‘Antidiscrimination & EEO Policy’ and ‘Workplace Health & Safety Policy’ for further information around the relevant behaviours M2 expects all Team Members to maintain.

Discrimination, victimisation and sexual harassment will not be tolerated. M2 will seriously investigate such complaints and will take appropriate corrective action in accordance with the ‘Disciplinary Policy’.

11. Corruption and inappropriate inducements

M2 has adopted a zero tolerance approach to Team Members giving or receiving bribes or other inducements. M2 considers such behaviour as corrupt and inappropriate. Additionally, such behaviour may constitute a breach of the criminal law in Australia and in other jurisdictions. Examples of bribes or inappropriate inducements may include a Team Member:

- ◆ inappropriately accepting cash or other items of value from a person in exchange for the Team Member encouraging M2 to deal with that person;
- ◆ inappropriately giving cash or other items of value to a company to induce that company to deal with M2; and
- ◆ receiving any form of secret or undisclosed benefit from a person with whom M2 deals, or proposes to deal.

M2 will not tolerate such conduct, even if the behaviour is culturally acceptable or required.

12. Community

M2 recognises that M2 has responsibilities to a wide range of stakeholders, including to the community and aims to be a responsible corporate citizen in all its activities. If a Team Member is aware of, or suspects, an action of M2 is not environmentally responsible and or not in keeping with responsible corporate activities, Team Member's should report the matter to the company secretary by email to companysecretary@m2.com.au.

13. Consequences of breach

Breaches of this policy may result in disciplinary action or other penalty including, in extreme circumstances, dismissal or termination. If a breach of the Code of Conduct occurs, it will be handled by Human Resources in accordance with the 'Disciplinary Policy'.

Reporting of breach or suspected breach

Potential breaches of this Policy should be reported to Human Resources. Wherever possible, such reports will be dealt with on a confidential basis and where appropriate, the Team Member may choose to remain anonymous, however M2 reserves the right to inform the appropriate authorities where there has been criminal activity or a breach of the law.

14. Other Policies

M2 has several policies in relation to a variety of matters connected with working safely and in accordance with M2 expectations. It is a condition of this code of conduct that Team Members must be familiar with and adhere to the requirements of each policy, as relevant to their role with M2, including but not limited to;

- ◆ Anti-discrimination & EEO Policy
- ◆ Bullying & Harassment Policy
- ◆ Conflicts of Interest Policy
- ◆ Continuous Disclosure and Communications Policy;
- ◆ Disciplinary Policy
- ◆ Diversity Policy
- ◆ IT Resources & Electronic Communications Policy
- ◆ Privacy Policy
- ◆ Securities Trading Policy
- ◆ Whistle-blower Policy
- ◆ Workplace Health & Safety Policy

15. Code of Conduct: Roles and Responsibilities

The following roles and responsibilities are integral to this Code of Conduct:

Role	Responsibility
Board of directors	Establishing this Code of Conduct and fostering a culture of compliance within M2
Senior Management	Leading by example and promoting compliance with this Code of Conduct. Reporting actual or suspected breaches of this Code of Conduct.
Company Secretary	Maintenance and update of this Code of Conduct in accordance with an order of M2. Providing guidance and advice to Team Members in respect of their obligations under this Code of Conduct.
Human Resources	Providing guidance and advice to Team Members in respect of their obligations under this Code of Conduct. Training Team Members in respect of their obligations under this Code of Conduct.
Team Members	Each Team Member is required to comply with this Code of Conduct.

