

CODE OF CONDUCT

AGS Code of Conduct for Employees POL003-20180324.

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1 COMMITMENT TO INTEGRITY

Access Group Solutions is committed to operating its businesses honestly, efficiently and fairly, and in accordance with high moral, ethical and legal standards. These are the standards that all Access Group Solutions employees should use to guide their conduct.

It is the responsibility of all Access Group Solutions employees to make themselves fully aware of the requirements of the Access Group Solutions Code of Conduct and to communicate the Code to any person reporting to them. It is the responsibility of senior management to assist in the understanding of the Code. Further, it is the obligation of every employee of Access Group Solutions to comply with the Code of Conduct and to report immediately, without fear of retribution, any Breach, intentional or otherwise.

Breaches of this Code of Conduct will let down the team and will be considered as grounds for disciplinary action, which may lead to termination of employment.

A handwritten signature in black ink, appearing to read "Fred Khoury".

Fred Khoury
Managing Director

24/03/2018

2 EXPLANATORY NOTE

The Code of Conduct has been prepared as a practical working guide and not as a technical or legal document. Therefore, emphasis has been placed on making the contents easy to understand, brief and reader-friendly, rather than detailed and all-inclusive.

For example, the term 'employee' is used in its broadest sense and refers to every officer, and any full time, part-time or casual employee of Access Group Solutions.

The Code of Conduct may refer to other Access Group Solutions publications that deal with laws, regulations, policies or practices related to the conduct of various aspects of Access Group Solutions businesses. Compliance with those publications is a requirement of the Code of Conduct.

In observing this Code of Conduct, there can be no substitute for common sense. When used by competent people with honourable intent, applied common sense goes a long way toward handling any situation. In reading and implementing this Code of Conduct every employee should comply with both the letter and the spirit of its requirements.

There will undoubtedly be some points, which may be subject to question or are not specifically covered. Any queries should be referred initially to the General Manager.

3 REPORT BREACHES

Access Group Solutions success depends on all employees maintaining high standards of honesty, integrity and compliance with the law.

If you have any doubts about someone's honesty, ethics or adherence to company policy, you are urged to discuss this with Access Group Solutions' General Manager

Calls to the General Manager are strictly confidential.

You can also call the General Manager when you:

- wish to discuss concerns or issues relating to the Code of Conduct.
- have questions about the meaning or interpretation of the Code of Conduct.
- wish to report Breaches of the Code of Conduct.
- want to report Breaches of the Code of Conduct when other avenues have proved ineffective.

There will be no reprisals or retaliation against any employee for reporting a suspected or known breach if the report is made without personal malice toward the alleged offender, is not frivolous or vindictive, and the employee genuinely believes that there has been a Breach of the Code of Conduct. Access Group Solutions will strive to maintain the confidentiality of the source.

Suspected breaches will be investigated by an independent third party. Where an investigation reveals the need to take corrective action, changes to systems, practices and procedures will be implemented.

Breaches of the Access Group Solutions Code of Conduct are subject to disciplinary action up to and including termination of employment.

4 ETHICAL STANDARDS

ACCESS GROUP SOLUTIONS EMPLOYEES ARE TO CONDUCT THEIR ACTIVITIES ON BEHALF OF THE COMPANY WITH HONESTY AND INTEGRITY, AND IN ACCORDANCE WITH HIGH MORAL AND ETHICAL STANDARDS.

Ethical standards are not usually defined in laws or regulations. This can lead, at times, to questions as to what is ethically right or wrong. One of the purposes of this Code of Conduct is to provide guidance to limit the number of such situations. No Code, however, can provide specific answers to all questions, so each individual must accept the ultimate responsibility for his or her own actions.

When an employee is faced with a situation where he or she is unsure about the ethical position of a proposed action, advice should be sought from the General Manager.

An employee may also consider using the **'newspaper headline test'** by asking, 'If my actions were reported in the newspaper and made known to my family and friends, would I be comfortable with my decision?.' If the answer is no, the proposed action should probably not be taken. The fact that a particular activity 'has always been done that way' does not necessarily mean such activity is right or that it should be continued.

Ethical standards also apply to respect for and protection of Access Group Solutions property, whether physical or intellectual. All employees are required to access, use and/or remove Access Group Solutions property from the workplace only to undertake work-related duties in the normal course of business. Theft of Access Group Solutions property, materials and published information written and developed by Access Group Solutions is both unethical and unlawful and will not be tolerated under any circumstances.

5 COMPLIANCE WITH LAWS

ACCESS GROUP SOLUTIONS EMPLOYEES ARE TO COMPLY WITH ALL APPLICABLE LAWS IN PERFORMING THEIR WORK FOR ACCESS GROUP SOLUTIONS.

Compliance with both the letter and the spirit of applicable laws is fundamental to the concept of doing business properly (for purposes of this Code of Conduct, 'law' includes all government regulations).

Compliance with Law

The duty to obey the law includes the duty to be aware of applicable laws. It is expected that each individual will take responsibility for keeping informed about and complying with all applicable laws.

Failure to comply with these or any other law that applies to Access Group Solutions may result in serious consequences for both Access Group Solutions and offending employees.

Compliance with Policies and Procedures

Access Group Solutions has developed various policies and procedures. The objective of these is to enable employees to perform their functions efficiently, fairly and legally.

Failure to comply with these policies and/or procedures can have serious consequences for Access Group Solutions and for the employees concerned.

It is clearly in everyone's interests to ensure they are familiar with the policies and/or procedures relevant to their own area and that the spirit and letter of these are strictly observed.

6 CONFLICTS OF INTEREST

EVERY EMPLOYEE MUST BE FREE FROM ANY BUSINESS OR OTHER RELATIONSHIP THAT MIGHT CONFLICT WITH THE BEST INTERESTS OF ACCESS GROUP SOLUTIONS AND IT'S CLIENTS.

Access Group Solutions respects the right of all employees to engage in personal activities outside work. However, each employee has the responsibility to avoid activities, which conflict, or appear to conflict, with their job responsibilities or the interests of Access Group Solutions and its clients. The employee's direct manager must first approve any employee activity that could involve a conflict of interest or even the appearance of a conflict of interest or which may compromise the integrity of the employee.

The following are **examples** of conflicts of interest:

Engaging in external employment outside Access Group Solutions or any other activity that interferes with the employee's ability to devote the required time and attention to his/her job responsibilities at Access Group Solutions.

- Obtaining a significant financial interest in the affairs of a current member, customer, supplier or competitor of Access Group Solutions or serving as an employee, consultant or director of that business.
- Directing Access Group Solutions business to a supplier owned or managed by a relative.
- Supervising the hiring, job performance or compensation of a relative.
- Using confidential Company information or improperly using Company assets for personal benefit or the benefit of others.
- Providing special privileges or unwarranted benefits to a member.

7 EMPLOYEE RELATIONS

ACCESS GROUP SOLUTIONS IS COMMITTED TO EQUAL OPPORTUNITY IN EMPLOYMENT AND TO A WORK ENVIRONMENT THAT RECOGNISES AND VALUES EMPLOYEE DIVERSITY.

Each employee is responsible for acting in a manner that will help Access Group Solutions achieve the following goals:

Equal Opportunity

It is Access Group Solutions' policy to employ, train, promote and reward individuals based on merit, job-related qualifications and abilities. Access Group Solutions is committed to providing equal opportunity in the workplace, regardless of race, religion, national origin, gender, age, sexual orientation, marital status, handicap or disability.

Diversity

Access Group Solutions values differences among its employees. Individual differences enrich the workplace and improve Access Group Solutions' ability to attract employees and to work effectively with customers. A work environment that values individual differences and encourages the full contribution of every employee creates a stronger Company.

No Harassment

Harassment is behaviour toward others that can be defined as unwelcome, or which humiliates, offends or intimidates others.

Harassment of any kind by or against Access Group Solutions employees is prohibited.

Sexual harassment is of special concern. It is broadly defined as:

- Any unwelcome sexual advance, request, or any verbal or physical conduct of a sexual nature.
- Any suggestion implied or direct, that an employee's job security or promotion prospects depend on tolerance of or submission to such advance or conduct.
- Any conduct as a result of rejection of such advance, which interferes with an individual's work performance or creates an intimidating, hostile or offensive work environment.

Drug and Alcohol-Free Workplace

Possession, use, sale or distribution of an illegal drug and/or being intoxicated in the worktime (including but not limited to lunch breaks) or while conducting company business off premises is strictly prohibited.

Illegal drugs and being intoxicated have an adverse effect on employee performance, jeopardise the safety of co-workers and constitute a risk to the business and interests of the Company.

Workplace Behaviour

All employees are required to abide by acceptable standards of behaviour in the workplace.

These standards include avoiding any conduct that is hostile or offensive to other staff and that interferes with normal harmonious working relations.

8 GIFTS AND ENTERTAINMENT

NO GIFT OR ENTERTAINMENT MAY BE OFFERED OR RECEIVED THAT MAY IMPROPERLY INFLUENCE A BUSINESS RELATIONSHIP.

Access Group Solutions employees should not give or receive business gifts of more than nominal value, since such gifts can affect or might appear intended to affect the judgment of the person receiving the gift. Offers of gifts or gratuities from any member, supplier or customer doing business directly or indirectly with Access Group Solutions, must be disclosed to your manager before acceptance.

Generally, gifts from suppliers or customers should be discouraged.

On specific occasions, giving or receiving gifts may be permitted, but only with the approval of your manager. Any gifts, which are not permitted or have not been approved, should be declined or turned over to the Company. If circumstances do not permit prior approval, an employee may conditionally accept the gift but must report the details to your manager as soon as possible.

Access Group Solutions employees must become familiar with and comply with all applicable restrictions on providing meals, entertainment, gifts or gratuities. Lavish meals or inappropriate entertainment should always be avoided.

The employee's direct manager should resolve questions about gifts or entertainment.

Improper Payments

Payment or acceptance of bribes, kickbacks or other improper payments while conducting Access Group Solutions business is prohibited. This prohibition applies to dealings with current or potential customers, suppliers, representatives, consultants or other parties seeking to establish a business relationship with Access Group Solutions.

Preferential Treatment of Temporary Staff

Access Group Solutions employees should not under any circumstances provide any temporary staff member with preferential treatment to which that person may not be entitled or that is not available to any other temporary staff member in similar circumstances.

9 COMMERCIAL BRIBERY

COMMERCIAL BRIBERY BY OR ON BEHALF OF ACCESS GROUP SOLUTIONS IN ANY FORM IS PROHIBITED.

Commercial bribery is the payment of money or anything else of value to an employee, officer, owner or agent of a customer or supplier for influencing the recipient's actions on behalf of the customer or supplier.

At no time and under no circumstances, is an employee or representative of Access Group Solutions permitted to offer a bribe in any form, to any employee, officer, owner or agent of a customer or supplier on behalf of Access Group Solutions. Any request from any source, for inducement to influence the outcome of any dealings with persons or organisations with whom we conduct or intend to conduct business, must be refused and reported immediately to the General Manager.

10 BUSINESS RECORDS

ACCESS GROUP SOLUTIONS FINANCIAL BOOKS AND RECORDS ARE TO REFLECT ACCURATELY THE ASSETS, LIABILITIES, REVENUES, COSTS AND EXPENSES OF THE COMPANY.

Government agencies, customers and suppliers rely upon the integrity of Access Group Solutions records. All business records must accurately reflect the transaction they are recording and comply with all applicable policy and stated requirements. Access Group Solutions employees are not to create or permit false or misleading entries to be made in the Company's records under any circumstances.

All books and records are to be retained in accordance with established legislative requirements.

11 PENALTIES

THE FAILURE OF ANY ACCESS GROUP SOLUTIONS EMPLOYEE TO COMPLY WITH THIS CODE OF CONDUCT, OR OTHER COMPANY POLICIES OR PROCEDURES MAY RESULT IN DISCIPLINARY ACTION.

Breach of this Code of Conduct could result in serious consequences for Access Group Solutions, including Court costs and/or fines as well as the possibility of fines for employees. Therefore, it is essential that Access Group Solutions take strong action to ensure there are no breaches. We believe that all Access Group Solutions employees will recognise that it is in their own best interest, as well as Access Group Solutions, to follow this Code of Conduct carefully.

The overall seriousness of a matter will be considered in deciding the disciplinary action to be taken against an individual employee. Such action *may* include one or more of the following:

- A verbal warning,
- A written warning or reprimand,
- Termination of employment.

Supervisors, Managers and Executives who condone or permit illegal or unethical conduct by employees reporting to them and do not take corrective action may also be subject to disciplinary action.

For acts that are illegal, criminal prosecution may also result.

12 PERSONAL ACKNOWLEDGMENT AND COMMITMENT

I acknowledge that I have personally received a copy and have read and understand the **Access Group Solutions Code of Conduct**.

I understand that every Access Group Solutions employee is required to comply with all laws that apply to Access Group Solutions.

I agree to observe the provisions of the **Access Group Solutions Code of Conduct**, without reservation.

I understand that if I have questions or concerns about complying with this Code of Conduct or laws associated with it, I must promptly direct my questions or concerns to either my direct manager or General Manager.

I understand my obligation to report immediately any Breaches of the **Access Group Solutions Code of Conduct** that I suspect or know of, or which may come to my attention in the future, including any Breach of law, to either my direct manager or the General Manager.

.....
Name (please print)

.....
Signature

Date