

Data#3

Provider Code of Ethics and Conduct

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1. Provider Code of Ethics and Conduct

1.1. Introduction

As a leading Australian IT services and solutions provider,

Data#3's Vision is to harness the power of people and technology for a better future.

A key component of Data#3's vision is recognising that making good decisions and engaging in ethical conduct by our employees and those we choose to partner with shapes the culture of Data#3 and lies at the heart of our values – Honesty, Excellence, Agility, Respect and Teamwork. This Provider Code of Ethics and Conduct has been established to articulate to Data#3 Providers the standards of professionalism, ethics and conduct that will apply in your dealings with Data#3.

1.2. Data#3's Core Values

The foundation of Data#3's business is a culture focused on honesty that forms the foundation for a meaningful relationship with our stakeholders. It is also key to developing credibility – the cornerstone to our successes. Data#3 Providers should inspire credibility by taking responsibility, acting ethically, with integrity and encouraging open and honest conduct.

Data#3 expects its Providers to act with the highest ethical standards and in line with Data#3's core values. Providers must comply with this Provider Code of Ethics and Conduct (*Code*) and educate their own employees and subcontractors so they understand and comply with this Code when doing business with or for Data#3.

The Code should be viewed as the minimum standards that we expect from our Provider community. It is not intended to reduce, replace or limit any other legal or contractual obligations that you may currently have to Data#3.

Honesty

Honesty is essential to Data#3's success. A culture focussed on honesty is the foundation for any meaningful relationship with our stakeholders. It is also key to developing credibility – the cornerstone to Data#3's success.

- Providers must be honest, direct, and truthful in discussions with Data#3 and government officials.
- Providers must never attempt to improperly influence Data#3 business decisions. They must never offer a bribe, kickback, bartering arrangement, change in terms outside of the contractual relationship, or offer other incentives to a Data#3 employee in order to obtain or retain Data#3 business or preferential treatment. This also includes discussing, providing or exchanging any information provided by Data#3 to a competitor of Data#3 in relation to a commercial opportunity the Provider and Data#3 have discussed or are discussing.
- Providers must not offer, provide or solicit gifts or entertainment that might compromise or appear to compromise a Data#3 employee's judgment or independence. That includes offering inappropriate or lavish gifts or entertainment to Data#3 employees, public officials, Data#3 customers or business partners, including cash or cash equivalents or gifts that are offered in close proximity to a significant business decision involving the Provider.
- Providers must not offer, promise, authorize, give, demand or accept any gift, loan, fee, reward or other advantage to or from any person as an inducement; to do something which is dishonest, illegal or a breach of trust; to obtain, retain or direct business; or to secure any other improper advantage. Improper payments include offers, promises, authorisations or payments of anything of value to expedite routine government actions.

- Providers, and their employees and subcontractors, must avoid even the appearance of a conflict of interest. Providers must not allow private interests, investments, property or activities to conflict with how the Provider services its customers, partners and Data#3.
- Providers must be transparent about how they handle data and protect the privacy of any personal information they hold or have access to in accordance with relevant privacy laws.
- Providers must not make any false or misleading statements in relation to its business, products or their relationship with Data#3.

Excellence

A continued commitment to the pursuit of excellence is what allows Data#3 to keep its edge in an ever-changing marketing. Excellence requires constant improvement to current goals, processes and systems.

- Providers will commit to supplying their products and services with excellence and where applicable meeting or exceeding Data#3's customers' expectations.
- Providers will conduct their business activities in full compliance with applicable laws and in accordance with our contractual relationship.
- Providers must comply with all applicable trade control and laws as well as export, reexport and import requirements.
- Providers must act ethically, responsibly and implement measures to control their impact on the environment including consumption of water, energy, waste management and act in ways to maintain environmental sustainability.
- Providers must accurately record and report all business information (including quotations and business proposals) and comply with all applicable laws regarding their completion and accuracy.
- Providers must avoid insider trading by buying or selling Data#3 shares when in possession of information about Data#3 that is not available publicly and that could influence an investor's decision to buy or sell shares.

Agility

A dedication to the continual improvement of Data#3's products and services and the ability to adapt to rapid changes in market demands is one way Data#3 sets itself apart from the competition. Agility allows Data#3 to respond rapidly to changes in market without losing its momentum or vision.

- Providers must ensure they keep up to date with changes in legislation and regulations and adjust their work practices, policies and procedures to meet these changes.
- When dealing with any personal information or data of Data#3's employees, partners or customers, Providers must implement and maintain up-to-date technical organisational controls to protect that information and data, and promptly assist Data#3 when responding to any potential or actual privacy breaches.

Respect

Treating all others with respect is essential to building the personal and professional relationships Data#3 needs to operate every day. Data#3 expects all people it deals with are treated with dignity and respect, regardless of their position or circumstances.

- Providers must share Data#3's commitment to human rights and equal opportunity in the workplace and conduct their employment practices in full compliance with all applicable laws and regulations.
- All Providers must:
 - Conduct their activities in conformance with Data#3's commitment to a workplace free of harassment and unlawful discrimination.
 - Conduct their activities to use social media in a respectful and professional way (whether or not such usage relates to Data#3, its business, customer's, employees or partners) to ensure it does not post any content that is abusive, malicious, obscene, threatening or intimidating, or that contains ethnic, religious, gender or other derogatory statements in any message or post.

- Conduct their activities to comply with all applicable anti-bribery, anti-corruption and anti-terrorism laws, and restrict any action that could lead directly or indirectly to supporting money laundering or terrorism.
- Providers must comply with all applicable Privacy laws.
- Providers must respect and protect the confidentiality and intellectual property rights of any information provided to it by Data#3.
- Providers must respect the independent business operations and decisions of Data#3 and not make any public announcements on behalf of Data#3.
- Providers, who use Data#3 information technology, systems and assets, must only use them for authorised Data#3 business related purposes.
- Providers must comply with all Data#3 requirements for maintenance of passwords, confidentiality, security and privacy procedures.
- Provider is committed to ensuring that all workers in its operations and supply chain are treated fairly with dignity and respect: 1
 - The labour standards are:
 - **Freely chosen employment** - Forced, bonded (including debt bondage) or indentured labour; prison labour; or slavery or trafficking of persons shall not be used. This includes transporting, harbouring, recruiting, transferring, or receiving persons by means of threat, force, coercion, abduction or fraud for labour or services. There shall be no unreasonable restrictions on workers' freedom of movement, nor unreasonable restrictions on entering or exiting company-provided facilities. All work must be voluntary, and workers shall be free to leave work at any time or terminate their employment. Providers and agents may not hold or otherwise destroy, conceal, confiscate or deny access by employees to employees' identity or immigration documents, such as government-issued identification, passports, or work permits, unless the holding is required by law.
 - **Young workers** - Child labour is not to be used in any stage of manufacturing or in the provision of services or supplies. The term "child" refers to any person under the age of 15, or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. The use of legitimate workplace learning programs, which comply with all laws and regulations, is supported. Workers under the age of 18 ("young workers") shall not perform work that is likely to jeopardize their health or safety, including night shifts and overtime.
 - **Working Hours** – Providers are to ensure that none of their workers involved in the provision of services or suppliers are working in excess of the maximum working hours set by local law except in emergency or unusual situations.
 - **Wages and Benefits** - Compensation paid to workers shall comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. Deductions from wages as a disciplinary measure shall not be permitted. For each pay period, workers shall be provided with a timely and understandable wage statement that includes sufficient information to verify accurate compensation for work performed. All use of temporary, dispatch and outsourced labour will be within the limits of the local law.
 - **Humane treatment** - There is to be no harsh or inhumane treatment, including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers; nor is there to be the threat of any such treatment. Disciplinary policies and procedures in support of these requirements shall be clearly defined and communicated to workers.
 - **Freedom of Association** – Providers shall respect the right of all workers to form and join trade unions, of their own choosing, to bargain collectively and to engage in peaceful assembly as well as respect the right of workers to refrain from such activities. Workers and/or their representatives shall be able to openly communicate and share ideas and

¹ This code is not intended to create new and additional third party rights, including for workers.

concerns with management regarding working conditions and management practices without fear of discrimination, reprisal, intimidation or harassment.

- **Non-discrimination** - Providers should be committed to a workforce free of harassment and unlawful discrimination. Providers shall not engage in discrimination based on race, colour, age, gender, sexual orientation, gender identity and expression, ethnicity or national origin, disability, pregnancy, religion, political affiliation, union membership, or marital status in hiring and employment practices such as wages, promotions, rewards, and access to training.
- Data#3 expects at a minimum that its Providers shall require their next tier/direct suppliers and business partners to acknowledge and implement this code and flow down the requirements within their own supply chain.

Teamwork

Data#3 thrives on the proactive sharing of knowledge and ideas. No one person in a business holds all the answers, and Data#3 values the different strengths of each individual i.

- Providers must be committed to the health and safety of their staff, subcontractors and visitors and comply with all applicable health and safety laws, provide a safe, healthy working environment and take the necessary precautions to protect everyone from workplace injuries.
- Providers must be committed to fair remuneration of their employees and ensure correct wages, loadings, allowances and penalties have been paid to employees and subcontractors.
- Providers must be committed to working collaboratively with Data#3 in all dealings with Data#3, its employees, partners and customers.

1.3. Compliance with this Code

It is the responsibility of Providers to ensure that they, and their employees and subcontractors understand and comply with this Code and to inform Data#3 if and when any situation develops that may cause them to operate in breach of this Code.

Data#3 expects Providers to self-monitor their compliance with the Code, however, as part of its ongoing compliance program, Data#3 may, at its own cost and expense, audit Provider's adherence to this Code or request Providers to provide confirmation of its compliance with the Code. Data#3 will give Providers reasonable written notice if such an audit is required and will only audit information relating to Providers' policies and procedures relevant to this Code. Unless otherwise agreed in writing, Data#3 will not audit confidential information of Providers, including:

- information about other customers or business partners of Providers;
- costing or pricing information;
- internal employee surveys or survey results;
- Providers' employee demographic information;
- information about grievances or legal claims;
- legally privileged advice; or
- non-public personal data relating to employees (including individual training records).

Compliance with this Code will be used by as part of Data#3's evaluation, selection and contract management process.

1.4. Corrective Action/Support/Termination

When a Provider does not meet Data#3's requirements, corrective action plans shall be established, and progress will be monitored. Data#3 may choose to support Providers in developing their capabilities.

Data#3 will terminate the relationship with Providers who repeatedly and knowingly violate this Code.

1.5. More Information

If you require any further information in relation to this Code or wish to report questionable behaviour or a possible breach of this Code, please contact gear@data3.com.au.

Providers means Data#3's Vendors (Hardware or Software or Maintenance or #aaS),

Distributors (Hardware or Software or Maintenance or #aaS), Internal Services Providers, Internal Trade Contractors, Internal Product Suppliers and Services Subcontractors.

Data#3 means Data#3 Limited and its related bodies corporate.

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