



Our

Code of Conduct



**CONNECTING
THE FUTURE**

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Message from the Managing Director



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At Genus, our commitment to integrity, respect, and excellence forms the foundation of everything we do. As we continue to grow and evolve, it is more important than ever that we uphold the highest standards of ethical conduct—both within our organisation and in every interaction with our valued clients, suppliers, and partners.

This Code of Conduct reflects our shared values and sets clear expectations for ethical behavior, transparency, and mutual respect. It applies to all officers and employees of Genus. By adhering to these expectations, we aim to ensure a safe, fair, and inclusive environment—one where trust and collaboration can flourish.

I encourage you to read this Code carefully and embody its spirit in every aspect of your work and relationship with Genus. Together, let's build and sustain a culture that we can all be proud of.

Thank you for your ongoing commitment to Genus.

Think Safe. Work Safe. Home Safe.

D. Riches

Introduction

This Code of Conduct (Our Code) of GenusPlus Group Ltd (Genus or Company) provides a framework for decisions and actions in relation to ethical and responsible conduct for officers and employees of Genus (You) as You carry out your duties and functions for Genus.

It sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from You.

Our Code supplements Genus' other formal policies and procedures with which You are also required to comply.

Compliance with Our Code is mandatory.

**Our Code
supplements
Genus' other
formal policies
and procedures.**



Commitment

The Board and the executive management team of Genus are deeply committed to Our Code and ensuring that Genus conducts its business lawfully, ethically, responsibly, and in accordance with all laws and regulations and the standards set out in Our Code.



Genus is committed to:

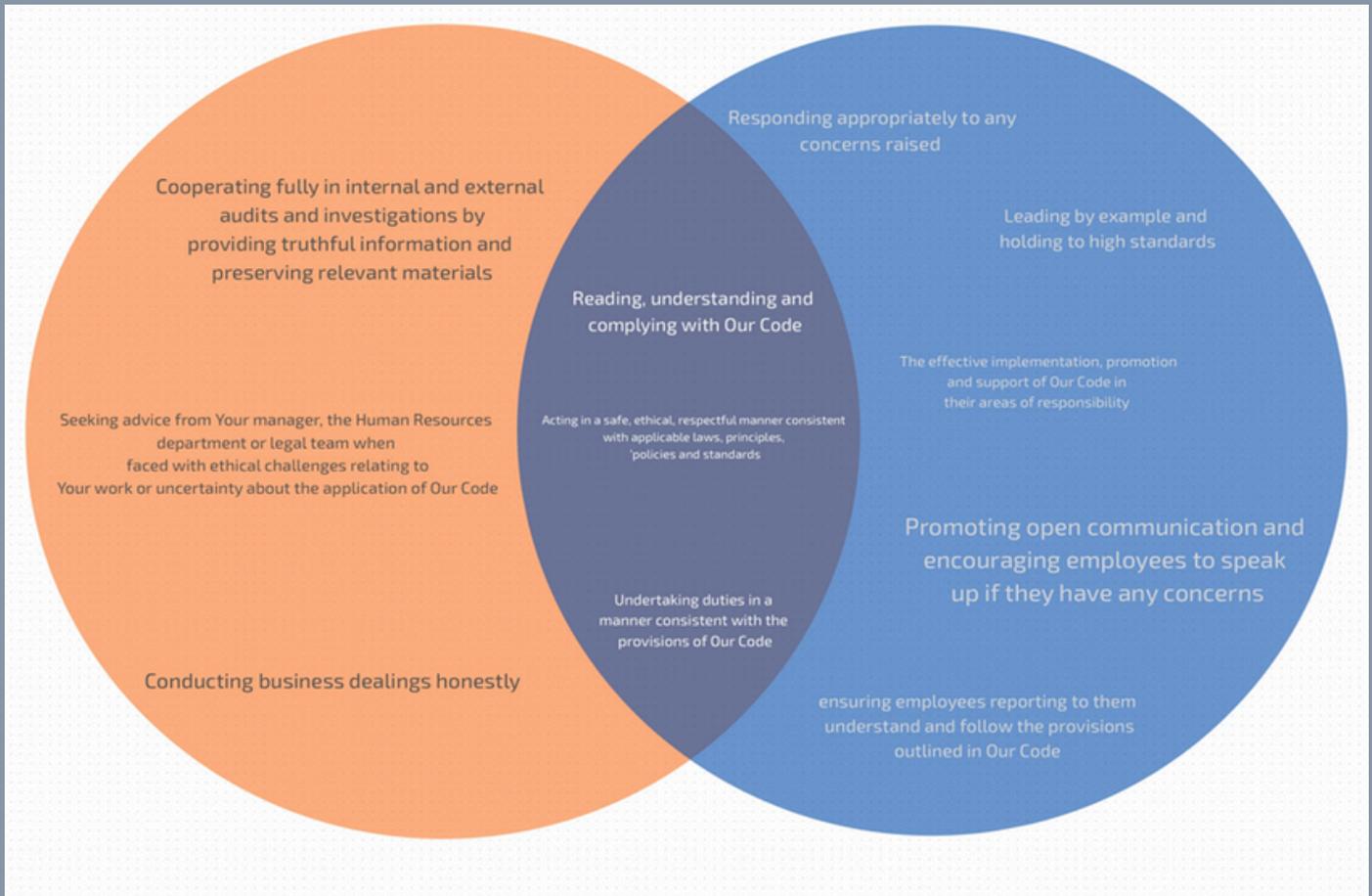
- providing a safe and healthy work environment that is free from harassment, discrimination, bullying, hostility and offensive behaviour, where diversity and inclusion is valued and supported, and which promotes employee consultation and participation at every level;
- respecting its employees, encouraging their input and ensuring that they are treated in a fair and honest manner;
- delivering value to its shareholders and safeguarding the integrity of its financial reporting, and promoting a structure of review and authorisation designed to ensure the truthful and factual presentation of its financial position; and
- dealing in a fair and responsible manner with its clients and suppliers.

Application of our Code

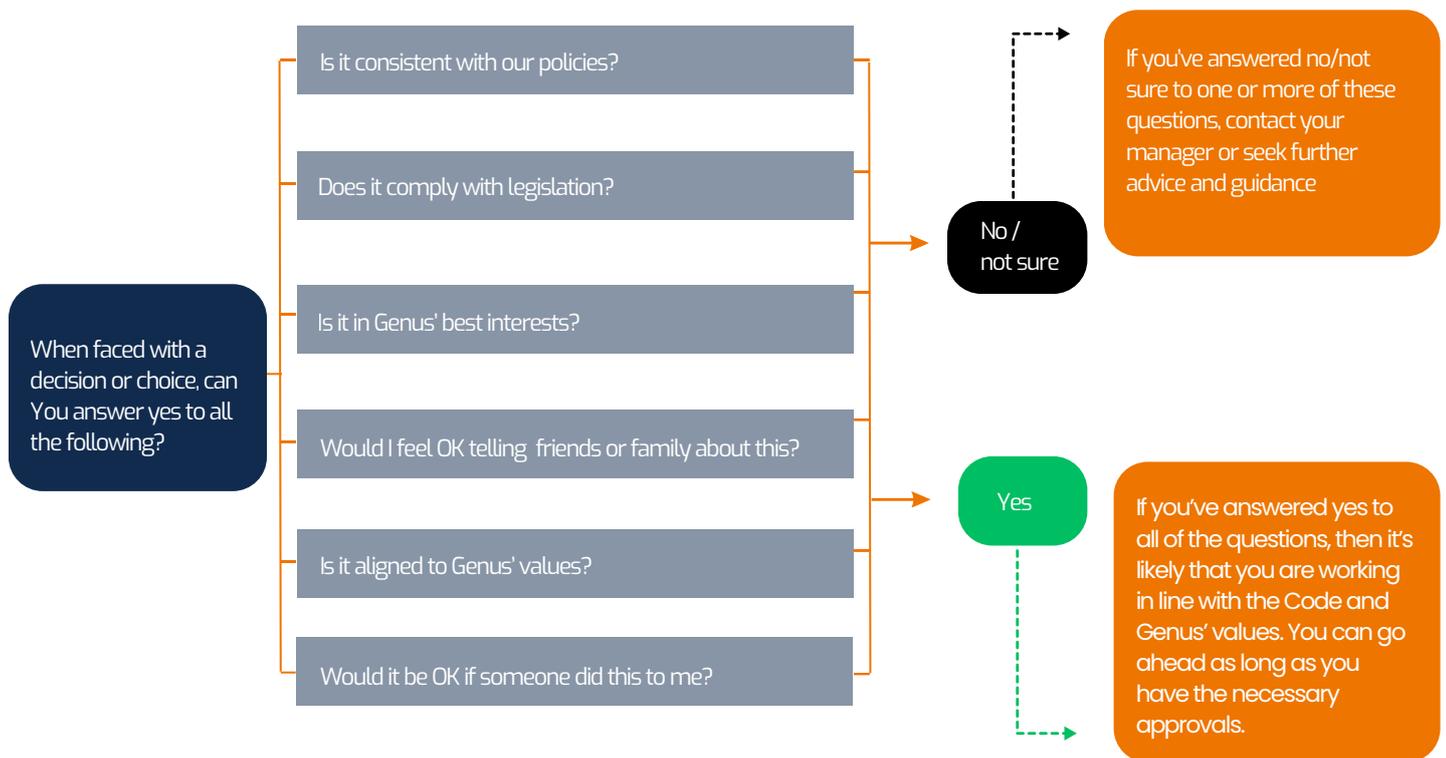
Our Code applies to all employees, which includes all directors, senior executives and employees of Genus whether or not engaged full time or part time, in a temporary or permanent capacity, and all persons employed by Genus through any joint venture or alliance project. It also applies to contractors, clients, suppliers, agents, and all those who work with or represent Genus).

Employees

Managers & Supervisors



Guidance on using the Code



Required Behaviours are Consistent with our Values



INNOVATION

We strive to learn, improve and seek out solutions that create value.



MATESHIP

We look out for each other and treat one another equally and with respect.



SAFETY

We embody "Think Safe. Work Safe. Home Safe."



INTEGRITY

We are honest, transparent and we do what we say we will do.



COLLABORATION

We believe in the power of working together to achieve success.



INNOVATION

At Genus we strive to learn, improve, and seek out solutions that create value. Innovation is highly valued within our company and safeguard and protect its technology, confidential information, and assets.

1. Safeguarding of technology, systems and data

Genus' hardware, software and data is the property of Genus and must be used and secured appropriately for protection against loss, theft, damage, interference and unauthorised alteration, access and disclosure.

You must always:

- use Your Genus accounts for Genus purposes only; lock Your computer screen if stepping away from their computer for a period of time;
- report suspicious emails;
- report any damage, loss or theft of Genus equipment;
- return all of the technology, data and system information to Genus when Your employment ends; ensure the latest system updates are installed when You are notified to do so;
- use AI responsibly and in accordance with Genus' Artificial Intelligence Policy;
- stay vigilant against AI-driven threats such as Phishing, Deepfakes and manipulated content; and
- seek approval from the GM - IT before implementing AI tools in workflows that could impact business operations.

You should never:

- use Genus' technology or data to breach any laws or commit cybercrime;
- duplicate or sell software or media files;
- use Genus' data for non-Genus business purposes that could cause reputational damage; share the password to Your Genus accounts; and
- rely on AI-generated content without proper review, and verification that it is correct and accurate, or engage with AI tools that may present phishing risks or compromise data security.

2. Use of Company Resources

Genus' physical and non-physical property, funds, facilities and/or services (Company assets) should be used efficiently, economically, for authorised purposes only, and in accordance with the delegation of authority.

You must always:

- protect Company assets from waste, damage, misuse, loss, fraud and theft;
- report any potential waste, damage, misuse, loss, fraud or theft of Company assets; and
- prevent non-authorised personnel from accessing Company assets, including facilities, information, data or other assets, where possible and safe to do so.

You should never:

- use Company assets for personal gain;
- take physical property or information assets belonging to the Company for personal use; or
- enter into any fraudulent or illegal transactions or fail to report any fraud You are aware of.

3. Intellectual Property/Copyright/Confidential Information

Intellectual property (IP) can cover the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, and inventions, and is valuable to the Company.

Genus both owns and licences IP from third parties. Protection of our IP and third-party IP is imperative to ensure that it is not lost or inappropriately used. The misuse or disclosure of IP or other information of Genus which is confidential or which Genus has an obligation to keep confidential may result in costly legal disputes and other penalties.

You must always:

- enter into confidentiality agreements before negotiations commence, and always during the tendering phase for projects or work;
- be aware of which information is confidential and how to properly protect and store it;
- keep any new IP such as innovations and improvements confidential, and discuss with the Legal team if required to determine whether not further protection may be needed; and
- use a third party's IP only as allowed for in a written agreement with such third party or otherwise permitted by law, with advice to be obtained from the Legal team in the event of any uncertainty.

You should never:

- disclose any IP without obtaining approval from Your manager;
- disclose any IP that is subject to confidentiality obligations; and
- share any new technology or process of Genus without first making sure that it is not infringing on a third party's IP rights;
- input Sensitive Information into an AI platform; and
- use AI in ways that infringe or may infringe on intellectual property rights or violate licencing agreements.





At Genus, our value of Mateship is integral to everything we do. Promoting a safe and accepting environment is important for job satisfaction and employee wellbeing. Genus expects you to always behave with respect and treat others with respect and equality.

4. Personal and Professional Behaviour

When carrying out your duties, You should:

- behave honestly and with integrity;
- perform Your work with skill, honesty, care and diligence;
- act lawfully, ethically and responsibly and with high standards of personal integrity; comply with applicable law and regulations;
- act in the best interests of the Company;
- not take advantage of Your position or the opportunities arising from Your position for personal gain;
- use authority in a fair and equitable manner; deal with clients and suppliers fairly;
- treat people You deal with in the course of your employment with dignity, courtesy and respect;
- not engage in bullying, harassment, discrimination, vilification, victimisation, or any other behaviour that may lead to psychosocial harm;
- follow the policies and procedures of the Company;
- behave in a manner that maintains or enhances the reputation of Genus;
- act in an appropriate professional, business-like manner when representing the Company in public forums;
- use AI tools as an aid, not a replacement for critical thinking and professional judgement; ensure there is human oversight over all decision-making which is aided by AI; and
- verify all AI-generated work to ensure accuracy and compliance with Genus standards.



5. Diversity, Discrimination, Bullying & Harassment

Diversity and inclusion is fundamental to Genus. You must be aware of the Diversity Policy and the responsibility it places on you to respect the rights of individuals and to support and promote equality of opportunity.

Genus does not tolerate any bullying, harassment, or discriminating actions or behaviour by You against colleagues or other business associates or members of the public. This includes but is not limited to discrimination on the grounds of sexual orientation, pregnancy, marital status, age, race (including colour, nationality, descent, ethnic or religious background), and physical or intellectual impairment.

You must always:

- act in a professional manner and treat everyone with respect at all times; and
- speak up if You hear, see or experience any disrespectful behaviour towards others or Yourself.

You should never:

- engage in any form of harassment, bullying, racism or discrimination;
- act in a manner that could reasonably be perceived as offensive, disrespectful, threatening, harmful, or degrading, which includes making remarks about someone's personal characteristics;
- share, display, or distribute any content that could reasonably cause offense, such as pornography, racially, sexually, or culturally insensitive materials, whether in the form of photos, videos, cartoons, or social media content;
- accept or participate in or facilitate inappropriate hospitality or entertainment, including accepting or facilitating inappropriate gifts;
- make unwelcome advances of an inappropriate or romantic or intimate kind with a colleague or other persons they engage with in the course of or as a result of performing Your duties;
- treat individuals differently based on their involvement or non-involvement in industrial activities, such as membership in an industrial or union association; and
- engage in discrimination against any individual or group based on personal characteristics unrelated to job performance.





SAFETY

Genus embodies "Think Safe, Work Safe, Home Safe." This flows through everything that we do. Creating a safe environment and culture of safety is imperative.

6. Work Health & Safety

Genus' hardware, software and data is the property of Genus and must be used and secured appropriately for protection against loss, theft, damage, interference and unauthorised alteration, access and disclosure.

You should always:

- immediately stop work which is or may be unsafe and bring this to the attention of Your manager;
- comply with all health and safety requirements at all times, use all personal protective equipment required for Your work, and help others around You to do the same;
- report all incidents, injuries, illnesses, unsafe or unhealthy conditions, incidents, or spills to Your manager immediately;
- identify safety hazards and put procedures in place to mitigate them ;and
- be prepared for emergencies by ensuring You are familiar with emergency procedures and exits wherever You are.

You should never:

- undertake work that You are not qualified, certified, training, competent to do; undertake any work that appears unsafe;
- undertake work under the influence of drugs or alcohol;
- take prescribed or non-prescribed drugs without being aware of how it could impair Your ability to do Your job safely; and
- have any illegal drugs or property in Your possession at work or on any Genus sites.



7. Environment

Our commitment to environmental care and the mitigation of environmental effects is a significant component of our safety value commitment. We acknowledge the significance of a thriving environment and actively embrace a nature-positive strategy in the oversight, preservation, and rejuvenation of ecosystems, water resources, and biodiversity.

Our environmental duty involves comprehending and proactively mitigating environmental impacts. We aim to enhance the resilience of the natural environment and leave a positive imprint throughout all phases of our operations.

You must always:

- cease any activities that could potentially lead to a significant environmental or community incident, such as an accident, incident, spill, or material release, immediately; and
- promptly report any real or potential environmental impacts or community consequences resulting from an environmental incident to Your immediate supervisor or the next-level leader in Your chain of command (You should not assume someone else will report it).

You should never:

- undertake tasks that hold the potential to influence the environment, unless they possess the requisite training and expertise, and adequate controls are established to curtail environmental repercussions; and
- make rash decisions on the spot without regards to the potential environmental impact.





INTEGRITY

At Genus, we are proud of being honest and transparent, and doing what we say we will do. We expect you to act with integrity in performing your work and in your dealings with all stakeholders of Genus.

8. Conflict of Interest

A conflict of interest arises when it is likely that You could be influenced, or there could be a perception that You are influenced, by a personal interest which conflicts with the interests of Genus when carrying out Your work duties. Personal interests could be a director indirect interest in a property, investment, supplier or transaction in which You know or believe that Genus has an interest. Conflicts of interest that lead to biased decision-making may constitute corrupt conduct.

Some examples of actual, perceived or potential conflicts of interest include:

- a. situations where You have:
 - financial interests in a matter involving the Company where the You are, or should be, aware that that Your friends or relatives have a financial interest in the matter;
 - directorships/management of outside organisations with which the Company has business dealings;
 - membership of boards of outside organisations whose interests may be in conflict with those of the Company;
 - personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship; and
 - secondary employment, business, commercial, or other activities outside of the workplace which impacts on the Your duty and obligations to the Company;
- b. receiving money, property, services or other forms of financial personal benefits from suppliers or other third parties doing, or proposing to do, business with Genus; and
- c. offering or accepting more than a modest amount of gifts, hospitality and entertainment.

You may often be the only person aware of the conflict or potential for conflict. It is your responsibility to avoid any conflict arising that could compromise your ability to perform Your duties impartially.

Any potential or actual conflicts of interest must be reported by You to Your manager and the Company Secretary who shall maintain a conflict of interests register. Where there is uncertainty as to whether or not a conflict exists, You should discuss that matter with Your manager and attempt to resolve any conflicts that may exist.

Express written approval must be obtained from Genus before proceeding further with any transaction or interest which gives rise to the conflict of interest.

You should always:

- report actual, perceived or potential conflicts of interest to the Company Secretary; and
- excuse Yourself from:
 - being involved in any discussions or negotiations;
 - being involved in the negotiation, drafting or preparation of any documents; or
 - making any decision, relating to any matter or situation in relation to which you have a potential, actual or perceived conflict of interest.

You should never:

- hire, promote or directly supervise someone in relation to whom You have an actual, perceived or potential conflict of interest without being specifically authorised by Genus to do so;
- misuse Genus information to influence or assist an external activity or party; or interfere in the transparent and fair operation of tender or bid activities.

9. Anti-Bribery & Corruption

Genus does not tolerate bribery or corruption of any kind. We have our Anti-Bribery and Corruption Policy which provides more detail on Genus' requirements in this regard. You must not authorise, offer, give or promise anything of value directly or indirectly to anyone in order to influence or encourage them to perform in a way that is disloyal or improper to their work. You must also not directly or indirectly accept anything of value that may improperly influence your work in Genus.

You are strictly prohibited from giving or receiving any sort of gift, gratuity or improper payment, directly or indirectly, in order to obtain an advantage, be it personal or business. Examples of such payments, also called bribes, are fees, commission, credit and gifts resulting in favourable treatment in a business transaction.

Gifts, hospitality or entertainment should only be accepted if they are occasional and of modest value. Determining what is 'occasional and modest' is a matter of judgement. It is generally acceptable for You to take up invitations to sporting and social events. If those invitations will involve flights, accommodation or have a value in excess of \$250 over any 6 month period, You must obtain prior approval from Your manager before accepting them. If approval is given for the invitation to be accepted, You must provide details to the Company Secretary for inclusion in a central register. Care must be taken not to obtain any perceived advantage for Genus or You when offering gifts, entertainment or other benefits to customers or clients, particularly if they are public officials.

You must always:

- report any corruption or bribery concerns;
- gain pre-approval as required by our Anti-Bribery and Corruption Policy prior to accepting anything of value;
- record all transactions with complete transparency; and
- understand the roles and interests of other parties before entering into dealings with them.

You should never:

- offer or promise anything of value to a government official;
- award business to a company owned by a government official, their relatives or associates either for the employee's or Genus' benefit; and
- establish a hidden or incorrectly recorded fund for prohibited payments.

10. Reporting Truthfully and Transparently

Genus is dedicated to being as transparent as possible. We want to ensure our stakeholders and shareholders have all the information they need to make decisions about their involvement in our company.

You must always:

- make and keep book, records and accounts which fairly and accurately reflect Genus' transactions;
- cooperate with external auditors and disclose all important information that could reasonably impact the verification process and results; and
- ensure no disclosed or unrecorded account, fund or asset is established or maintained.

You should never:

- falsify any record or make a false or misleading entry;
- omit any relevant information;
- allow others to do anything to compromise the integrity of Genus; or
- misrepresent Your qualifications or experience.

11. Insider Trading

You may at times have access to inside information about Genus which is sensitive and not yet available to the public. It is your responsibility to ensure that you act in accordance with legal and regulatory practices and requirements to avoid potential breaches of Genus' policies and Our Code.

You must always:

- maintain confidentiality of all Genus' information; and
- not use information which has not been publicly disclosed to benefit Yourself or Your family or friends.

You should never:

- trade relevant securities of Genus either directly or indirectly while You are in possession of insider information;
- disclose the inside information to anyone within Genus who does not need to know the information for the purposes of their work;
- discuss or leave confidential information in a public place; or
- disclose inside information to anyone outside of Genus unless You are authorised to do so.



12. Modern Slavery

Genus has a zero-tolerance approach to Modern Slavery and considers human rights a core value and aims to protect and uphold fundamental human rights at all its operations and projects by requiring its employees and all its stakeholders (including suppliers, subcontractors, and customers) to conduct themselves and their work and businesses with due care in accordance with relevant laws and regulations.

You must always:

- comply with the Modern Slavery Act 2018 (Act) and all applicable Modern Slavery laws;
- adhere to country-specific labour laws;
- notify management if there are any suspected or actual breaches of Modern Slavery or human rights;
- ensure You respect the human rights of all persons You engage with in performing your duties as an officer or employee of Genus;
- communicate to contractors and suppliers the requirement for compliance with the Act and human rights; and
- undergo the training provided by Genus in relation to Modern Slavery and human rights.

You should never:

- breach the Act; and
- engage a supplier or contractor who is not in compliance with the requirements of the Act.





Working together is what makes our business successful. We respect and rely on our collaborative power to continue growing.

13. Public and Media Comment

Genus' reputation is valuable, and no actions should be taken or comments made which could damage its reputation.

You must always:

- only make any public or media comment when authorised by Genus to do so and where the comment has been approved by Genus.

You should never:

- make disparaging comments or posts in any media (including all social media) about Genus, its customers, suppliers, contractors or employees;
- make any disparaging comments where You can be identified as a Genus employee;
- release unpublished or privileged information unless You have the authority to do so from the Managing Director; or
- make official comment on matters relating to the Company unless You are:
 - authorised to do so by the Managing Director; or
 - otherwise authorised or required to by law.

14. Competition

The Competition and Consumer Act 2010 (CCA) is a Commonwealth law that promotes fair competition and prevents a range of anti-competitive practices that restrain trade or restrict free and fair competition, including but not limited to, abuses of a dominant position, bid rigging, market sharing and price fixing. Genus requires strict compliance with policy to comply with the CCA. A breach of the CCAs may result in serious consequences for You and potentially also Genus, including fines and imprisonment.

You must always:

- maintain Genus' autonomy when dealing with third parties, including aspects like pricing, marketing, and sales;
- be mindful of how it may appear and the potential consequences when interacting with a competitor, whether in a professional or personal context;
- avoid any actions that could suggest illegal cooperation with competitors or potential competitors; and
- ensure that written communications are both precise and truthful.

You should never:

- collaborate with a competitor to manipulate, increase, decrease, or stabilise prices;
- coordinate with a competitor to establish other competitive terms, such as pricing formulas, discounts, profit margins, rebates, commissions, or credit terms;
- discuss tenders or prices with competitors;
- conspire to manipulate bids or engage in unlawful coordination of bidding or tendering activities;
- agree with competitors on whom to deal with or not to deal with, or divide markets, customers, suppliers, or geographic territories with a competitor;
- form agreements with a competitor to boycott specific customers or suppliers; or
- impede the efforts of a competition authority by providing false or deceptive information, obstructing legitimate onsite investigations, concealing or destroying documents, or notifying third parties about the existence of a competition law investigation.

15. Community Engagement

Our commitment is to forge enduring partnerships rooted in respect, transparency, and mutual benefit. All interactions with external stakeholders must be conducted with honesty, respect, and transparency. It is crucial to engage with individuals impacted by our operations and ensure that their perspectives, including those of vulnerable and disadvantaged groups, are considered when making business determinations.

When dealing with Indigenous or First Nations stakeholders, You should undergo cultural awareness training and engage in a manner that upholds the rights of First Nations Peoples.

You must always:

- show respect for the cultures and traditions of the communities and nations where we operate, as long as these do not contradict Our Code or applicable laws;
- interact with others in a manner characterised by respect, honesty, and transparency;
- take into consideration the perspectives and expectations of stakeholders when making decisions; and
- investigate concerns and complaints and communicate the outcomes to the relevant stakeholders.

You should never:

- give preferential treatment to individuals based on their affiliation with a particular political, religious, or ethnic group, except in cases where such action aligns with an approved Genus program or is legally mandated for positive discrimination, such as assisting historically disadvantaged community groups;
- make contributions to religious organisations for religious purposes on behalf of Genus; and
- undertake any community development project that is intentionally designed to replace, usurp, or disrupt the authority of any governmental level.

16. Value Supplier Relationships

Our supplier relationships are highly valued, and we strive for an efficient and straightforward supply process. Suppliers who engage in unlawful or unethical conduct can have a substantial impact on Genus' reputation and may subject Genus and our employees to legal consequences. Consequently, we seek to collaborate exclusively with suppliers who share similar values to our own.

Our procurement process is designed to be fair and just, with a focus on providing potential suppliers with clear information regarding our expectations, standards, and relevant requirements. Furthermore, we actively encourage our suppliers to embrace transparency on issues that hold significance for society, including revealing their beneficial ownership information and information regarding their safety, modern slavery compliance, and environmental impact.

You must always:

- report any supplier activity that contradicts Our Code;
- ensure that suppliers are reputable, competent, and capable of performing their work safely and ethically, and that their compensation requests are reasonable;
- conduct regular evaluations of supplier relationships and performance;
- verify that invoices accurately and fairly represent the goods and services provided, and raise concerns about unclear or excessive charges; and
- only make payments to contractual counterparts who actually supply the goods or services.

You should never:

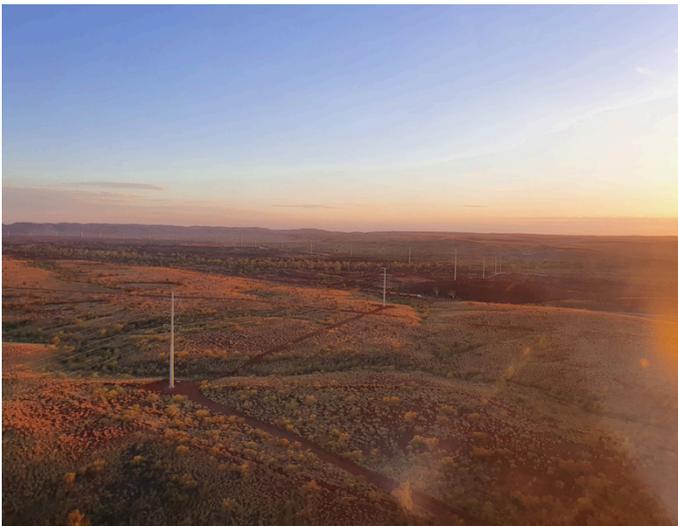
- engage suppliers who breach or fail to meet our Supplier Terms and Conditions Agreement;
- disregard warning signs of inappropriate supplier behaviour;
- suggest or directly request personal gifts, hospitality, or anything of value from a supplier; share one supplier's confidential business information (such as proposed rates or winning bid details) directly or indirectly with another supplier;
- enter knowingly into fraudulent or otherwise illegal transactions or fail to report them promptly if You suspect such arrangements may exist; or
- engage with suppliers who are suspected or involved in practices which could be in breach of the Modern Slavery legislation.



What happens if you breach our Code?

Breaches of Our Code may have serious consequences.

The severity of the breach will identify the consequences which may include a verbal warning, written warning, or termination of employment. In some cases, a breach of Our Code may also be a breach of law and carry civil and/or criminal penalties.



17. Reporting matters of concern

You have a responsibility to observe the letter and spirit of Our Code and to ensure its requirements are not breached.

If You have any questions regarding Our Code, You should raise these with Your manager, the Group General Counsel or a member of the Legal team, or the Company Secretary.

You are strongly encouraged to report any suspected breach, or any other ethical issues raised by Our Code, to Genus.

The Company has a Whistleblower Policy to ensure that employees who make such reports are supported, and wherever possible, are protected from any detrimental consequence as a result of their disclosure. Please refer to the [Company's Whistleblower Policy](#) for more information

Document Information

Company Details

GenusPlus Group Limited
ACN 620 283 561

Adopted and approved by the Board
on 27/09/2023

Document History

Rev	Date	Author	Approver	Details of Amendment
1	10/05/2019	DW	Board	Issued for Use
2	14/10/2020	DW	Board	Document review.
3	15/12/2021	DW	Board	Annual review
4	13/01/2022	DW	Board	Psychosocial Injuries included in section 9 – Discrimination, Bullying and Harassment.
5	27/09/2023	SG	Board	Document Review
6	08/12/2025	SG	DW	Minor non-material text & formatting changes

Definitions

Artificial Intelligence (AI): AI refers to computer systems that simulate human intelligence, including but not limited to natural language processing, machine learning, and automation tools that assist with data analysis, content generation, and decision-making.

Deepfaking: The use of AI to create highly realistic but fabricated images, videos, or audio recordings to mislead, manipulate, or deceive people.

Modern Slavery: Modern Slavery is a crime and a violation of human rights, and is defined under the Australian Modern Slavery Act 2018 (Act) as including eight types of serious exploitation; which include forced labour; debt bondage; and deceptive recruiting for labour or services

Phishing: A fraudulent attempt to obtain sensitive information (e.g., login credentials, financial details) by impersonating a trustworthy entity, often through AI-generated emails, messages, or websites.

Sensitive Information: Any non-public information that could harm Genus, its employees, clients, or stakeholders if disclosed. This includes, but is not limited to, confidential business strategies, financial data, customer or supplier details, internal communications, and personal information.