



Dated 3 August 2005

## **Code of Conduct – The Company's Obligation to Stakeholders**

Navitas Limited  
ACN 109 613 309

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## Navitas Limited

ACN 109 613 309  
(Company)

# Code of Conduct – The Company's Obligations to Stakeholders

## 1. Commitment to the Code of Conduct

- 1.1 The Company endeavours to be recognised as an organisation committed to the highest ethical standards in business. We aspire to be a role model in conducting business honestly and fairly. We are proud of the quality of our employees and of the professional reputation and market image built by their work.
- 1.2 This code of conduct (**Code**) reflects our high standards of professional conduct and ethics in dealing with all of our stakeholders and our commitment to complying with all applicable state, national and international laws.
- 1.3 The Company considers stakeholders as employees, shareholders, creditors, customers, suppliers, contractors, governmental and non-governmental organisations, the communities where the Company operates and other parties that have influence over or are influenced by the Company.
- 1.4 The Company is firmly committed to compliance with the Code. Any action contrary to the Code will be treated very seriously.
- 1.5 The Company will periodically review and update the Code.

## 2. Responsibilities to Shareholders and the Financial Community

- 2.1 In addition to this Code, the Company complies with all provisions of the *Corporations Act 2001*, the ASX Listing Rules and all other applicable rules and legislation.

### 2.2 Shareholders

- (1) We have a positive relationship with our shareholders. We always attempt to respond to their inquiries and requests as quickly as possible.
- (2) The Company is committed to delivering value for shareholders and exerts its best efforts to maximise shareholder benefits.
- (3) The Company treats all shareholders equally.

### 2.3 Disclosure

- (1) The Company values communication with its shareholders, other stakeholders and the public at large, and will fulfil its duty to make full, fair and timely disclosure of relevant information to shareholders and the ASX.

## 3. Responsibilities to Clients, Students and Customers

- 3.1 The Company highly values its clients, students and customers. We continually strive to deliver the best possible outcomes for our clients, students and customers. We act fairly and reasonably in our dealings with clients, students and customers.

### 3.2 **Quality and Safety**

- (1) All products and services comply with the highest quality standards. The Company also ensures the provision of accurate information so that clients and customers may make informed decisions regarding the Company's products and services.

### 3.3 **Privacy Policy**

- (1) In some circumstances it will be necessary to maintain files about our clients, students and customers.
- (2) The Company is bound by the *Privacy Act 1988* and the National Privacy Principles (extracted from the Privacy Amendment (Private Sector) Act 2000). The National Privacy Principles set the standards by which the Company handles information collected from clients.
- (3) The Company only maintains files about a client from information provided by them or related companies as a consequence of information provided by the client.
- (4) The Company does not disclose information about the client except in the ordinary operation of the affairs of the Company, which may include providing information on a confidential basis to a mailing house when we send out newsletters and other publications concerning services available to clients.
- (5) At any time a client may opt out of receiving communications from the Company (other than as required for the operation of our business, eg regarding payment of an account or to communicate in relation to a legal matter).
- (6) Ordinarily we will not release the contents of a file without the client's consent. However, we advise that there may be occasions where the Company may be required to release the details of a file, irrespective of whether the individual has consented to the disclosure of the information. This will occur where the law requires disclosure, such as pursuant to a subpoena.
- (7) A client may, without reason, request access to the information held about them. If a client believes that any information held about them is incorrect, incomplete or inaccurate they may request the information to be amended. If the Company does not agree that there are grounds for amendment then we will add a note to the information stating that the client disagrees with it.
- (8) Any questions regarding the operation of this privacy policy should be directed to the Privacy Officer (to be appointed).

### 3.4 **Agreements with Customers**

- (1) Certain understandings between a company and a customer are considered anti-competitive and illegal. These include agreements that fix resale prices or result in discriminatory pricing between customers for the same product. These types of restrictive understandings must not be agreed to or discussed with a customer.

## 4. **Employment Practices**

### 4.1 **Equal opportunity**

- (1) The Company is an equal opportunity employer. This means that the Company does not discriminate on the basis of racial origin, gender, age, ethnicity, marital status, disability, religious or philosophical beliefs, sexual preference or political affiliation. The Company considers allegations of harassment and unlawful discrimination as extremely serious and will take appropriate action.

#### 4.2 **Diversity**

- (1) The Company promotes and supports a diverse workforce at all levels of the Company. It is our belief that creating a work environment that enables us to attract, retain, and fully engage diverse talents leads to enhanced innovation and creativity in our products and services.

#### 4.3 **Health**

- (1) The Company strives to protect the physical and emotional health of all employees in the workplace.
- (2) The Company has developed a set of core occupational health standards. These standards are implemented through education and training, and are regularly reviewed. The standards are in compliance with applicable health laws, regulations and appropriate practices.

#### 4.4 **Safety**

- (1) The Company ensures a safe and hazard-free workplace.
- (2) The Company adheres to comprehensive safety standards focusing on hazard identification and risk assessment. These standards are implemented through education and training, and are regularly reviewed. The standards are in compliance with applicable safety laws, regulations and appropriate practices.

#### 4.5 **Training and Potential**

- (1) The Company believes in enabling employees to develop to the extent of their full capabilities. We improve our employee's skills and competencies by regular performance reviews and undertaking education, training and coaching. We recognise potential and offer professional development opportunities within the Company.

#### 4.6 **Use of Company Funds and Resources**

- (1) Employees must not use Company funds, property, equipment or other resources for personal benefit.
- (2) Employees should use Company funds sensibly and effectively. Employees must report expenditures accurately. The Company will treat submission of a fraudulent expense report as serious misconduct.

#### 4.7 **Confidentiality**

- (1) Employees are required to protect proprietary, commercial and other information that is confidential to the Company. Obligations of confidentiality continue after an individual's employment with the Company ends.
- (2) Information that is not publicly available concerning the activities, results or plans of the Company must only be used for authorised purposes.

#### 4.8 **Insider Trading**

- (1) In the course of doing business for the Company or in discussions with one of the Company's clients or customers, employees may become aware of material non-public information about that organisation. Information is considered material if an investor could use the information to make a decision to trade in the shares of the Company or another listed organisation.
- (2) Employees must not buy or sell the shares in the Company if they have such information, and must not share this information with others.

#### 4.9 **Conflicts of Interest**

- (1) Employees of the Company are expected to act at all times in the Company's best interests and to exercise sound judgment unclouded by personal interests or divided loyalties.
- (2) Employees must avoid the appearance of, as well as actual, conflicts of interest in both in their performance of duties for the Company and in their outside activities.

#### 4.10 **Drug and Alcohol Use**

- (1) Employees of the Company will not be under the influence of drugs or alcohol in any situation where they are identifiable as an employee of the Company.
- (2) Smoking is not permitted in the workplace.

#### 4.11 **Fair Trading and Dealing**

- (1) The Company believes that the Company, the economy, and the public benefit if businesses compete vigorously. The Company, its employees, and representatives will treat customers, business allies and suppliers fairly and will not engage in anticompetitive practices that unlawfully restrict the free market economy. The Company is therefore firmly committed to upholding the *Trade Practices Act 1974* and corresponding state legislation.

#### 4.12 **Bribes**

- (1) The Company's objective is to compete in the marketplace on the basis of superior products, services and competitive prices.
- (2) No payment in any form may be made directly or indirectly to anyone for the purpose of obtaining or retaining business, or to obtain any other favourable action. A violation of this policy will subject the employee to disciplinary action as well as potential criminal prosecution.

#### 4.13 **Gifts**

- (1) Employees must exercise extreme care when giving or receiving business-related gifts.
- (2) Employees should exercise particular caution in regard to any offers of value, including hospitality, entertainment and gifts when the Company is negotiating a contract and so may be in a position to influence, directly or indirectly the outcome of a decision. There must not be an impression of an improper connection between any gift and business opportunities.
- (3) The employee must consider the monetary value of the gift, local custom and legal requirements when determining whether a gift should be retained or returned.
- (4) Employees must not request gifts from any party with whom the Company conducts business. Employees must not exchange gifts with the Company's competitors as this may create an actual or perceived conflict of interest.

#### 4.14 **Agreements with competitors**

- (1) Formal or informal agreements with competitors that seek to limit or restrict competition in some way are often illegal. Unlawful agreements include agreements that seek to fix or control prices, allocate products, markets or territories, or boycott certain customers or suppliers.
- (2) To ensure compliance with state and federal trade practices legislation, discussions with competitors regarding any of these potential agreements is a violation of Company policy and will subject the employee to disciplinary action as well as the potential for criminal prosecution.

## **5. Responsibilities to the Community**

### **5.1 Environmental Protection**

- (1) The Company respects the environment and protects our natural resources. Wherever possible we prevent or otherwise minimise and mitigate harmful effects of the Company's operations on the environment. Compliance with all environmental laws and regulations is the foundation on which we build our environmental performance.

### **5.2 Human Rights**

- (1) We support human rights consistent with the Universal Declaration of Human Rights and the Company respects those rights in conducting the Company's operations around the world.
- (2) We look for opportunities to support positive efforts to promote broader understanding of human rights values, especially where they assist the Company's local communities.

### **5.3 Support for the Community**

- (1) We have a strong commitment to the improvement of society as well as the communities we serve and in which we operate. We encourage the support of charitable, civic, educational, and cultural causes.

### **5.4 Political Involvement**

- (1) The Company does not directly or indirectly participate in party politics. The Company does not make payments to political parties or individual politicians in any country.

## **6. Responsibilities to the Individual**

### **6.1 Collecting information**

- (1) Collecting information on our competitors from legitimate sources to evaluate the relative merits of their products, services, and marketing methods is proper and often necessary. The Company considers stealing information as a serious breach of the Code. In addition, seeking confidential information from a new employee who recently worked for a competitor, or an employee misrepresenting their identity in the hopes of obtaining confidential information from a competitor is strictly prohibited.

## **7. International Compliance**

- 7.1 Where the Company operates outside of Australia the Company will comply with all local and international laws. Employees are expected to know and follow the laws of the relevant market where the Company operates.
- 7.2 If the standards in the foreign jurisdiction are lower than those imposed by the Australian legislation, the Company reserves its rights to consider whether it is appropriate in the circumstances to comply with the Australian legislation or whether compliance with the local law is sufficient.

## **8. Monitoring Compliance with the Code**

- 8.1 It is the responsibility of every employee of the Company to promote the Code.
- 8.2 The Company has established a system for reporting violations of any of the Company policies and the Code, as well as any suspected misconduct by any employee or representative of the Company. This may be done in writing to the Company Secretary at PO Box 1001, Canning Bridge WA 6153, Australia, marked "Private and Confidential".

8.3 The Company will not permit any form of retribution against any person, who, in good faith, reports known or suspected violations of the Code or any other Company policy.

**Approval Schedule**

Approved	3 August 2005	Board

**Distribution**

- All employees of Navitas Limited
- Navitas Website
- Directors Manual