

## CODE OF CONDUCT

This Code of Conduct (**Code**) establishes the ethical standards of conduct and behavioural expectations of directors, officers, employees and contractors (**Employees**) of ARA Group Limited ABN 47 074 886 561 and its related corporate entities (collectively **ARA Group**) generally and in respect of all business dealings in both Australia and New Zealand.

The purpose of this Code is to encourage the highest conduct standards of Employees. This Code applies to all ARA Group Employees equally. Importantly, a key feature of this Code is to ensure everyone at ARA Group adheres to applicable laws and regulations.

### 1 Definitions

**“Bullying”** refers to when an individual or group of individuals repeatedly behave unreasonably towards a worker (or group of workers of which the worker is a member) and that behaviour creates a risk to health and safety, as defined by section 789FD of the *Fair Work Act 2009* (Cth).

**“Confidential Information”** includes but is not limited to:

- (a) the existence and contents of any agreement or contractual dealing to which ARA Group is party to, or may become party to;
- (b) ARA Group’s processes, designs, customer/client lists, commercial secrets and know-how;
- (c) any information disclosed to ARA Group by a customer/client for whatsoever purpose;
- (d) information which, by its nature or the circumstances surrounding its disclosure, is or could reasonably be expected to be regarded as sensitive or confidential to ARA Group, but excludes any information which is in or becomes part of the public domain other than by reason of a breach of an obligation of confidence.

**“Workplace”** includes:

- (a) the place of work of an Employee, whether within an ARA Group office location or ‘on-site’ at the location a project is being undertaken;
- (b) the location of someone working remotely;
- (c) work-related trips, including but not limited to training events, conferences etc; and
- (d) work-related social events, including but not limited to office parties, work lunches etc.

**“Workplace Harassment”** commonly means behaviour or conduct which a person is subjected to in the Workplace, other than behaviour amounting to Workplace Sexual Harassment, by a person or group of people that is unwelcome or unsolicited, and has the general effect of or is reasonably likely to be offensive, humiliating, intimidating and/or threatening.

**“Workplace Sexual Harassment”** refers to unwelcome conduct of a sexual nature in the Workplace, which a reasonable person would anticipate as being possibly offensive, humiliating and/or intimidating, as defined by section 28A of the Sex Discrimination Act 1984 (Cth). This includes but is not limited to; physical conduct, verbal comments, jokes, propositions and innuendos, the display of offensive material, staring and leering, indecent exposure, invasive questions about a person’s private life or body, sexually explicit emails, messages or images, and unnecessary familiarity.

**“Personal Information”** means information or an opinion about an identified individual, or an individual who is reasonably identifiable:

- (a) whether the information or opinion is true or not; and
- (b) whether the information or opinion is recorded in a material form or not.

## **2 The Code**

### **2.1 Professional Conduct**

Employees must always:

- (a) conduct themselves in a professional manner and ensure all dealings with third parties are carried out in an honest and fair manner; and
- (b) treat people with integrity and respect and not discriminate anyone based on their race, religion, gender, sexual preference, age, marital status or disability.

Any action or conduct which is or is reasonably capable of being considered to constitute Bullying, Workplace Harassment, Workplace Sexual Harassment, intimidation or victimisation within the Workplace will not be tolerated and may be grounds for disciplinary action including but not limited to immediate termination of your employment. Such conduct is further dealt with under ARA Group's Bullying and Harassment Policy.

### **2.2 Compliance with law**

Employees must always abide by and fully observe all applicable laws and regulations and follow accepted business practices and act with integrity and otherwise avoid acting in any manner which adversely impacts, or could reasonably have an adverse impact upon, ARA Group's reputation and general standing within our broader community.

Any concern on specific legal issues affecting the business operations of ARA Group must be reported to ARA Group's Managing Directors and ARA Group's General Counsel via [legal@aragroup.com.au](mailto:legal@aragroup.com.au).

Employees must understand the relevant legal and regulatory environment in which ARA operates and act in accordance with the ARA Group's policies, procedures and manuals, and attend all training and information sessions as required.

The provisions contained in this Policy apply equally to ARA Group Employees based in New Zealand and are intended to be interpreted and applied with due regard to the applicable laws and regulations in New Zealand.

### **2.3 Confidentiality**

Employees must adhere to ARA Group's Privacy Policy and ARA Group's Employee Privacy Policy, and must, at all times, keep and not disclose or provide to any person ARA's Group Confidential Information, unless disclosure is required by law, and then only to the extent required.

ARA Group's Confidential Information may from time to time include Personal Information in relation to Employees, suppliers, customers and potential contractors and Employees. All personal information is to be dealt with in a proper and ethical manner and is not to be used for any purpose or otherwise disclosed to any other person without the consent of the person concerned, unless the use of the personal information or disclosure is required by law.

### **2.4 Conflict of Interest & Gifts**

Employees must continuously monitor their personal interests to ensure they avoid any conflict of interest or situations that may appear to create a conflict of interest consistent with ARA Group's Conflict of Interest Policy.

Employees must not use their position in any way to obtain a personal gain or benefit from, or cause detriment to, any suppliers or business associate(s) or those seeking to do business with ARA Group.

ARA Group recognises that the offering or accepting of gifts, entertainment or hospitality of moderate value is often customary and generally acceptable when done for legitimate purposes, such as for establishing a business relationship, in good faith, with a Third Party (as defined in ARA Group's Anti-Bribery and Corruption Policy). The practice of giving and receiving business gifts or offering hospitality may vary between countries and regions.

It is important to ensure that due regard is given to common practices and generally accepted standards in the applicable location where a gift is given or received, or entertainment or hospitality is offered or accepted, and such gifts, entertainments or hospitality could not reasonably be seen as excessive in the circumstances and would not influence the Employee's judgment or conduct.

Otherwise, Employees are prohibited from offering or attempting to offer any incentive to any Third Party supplier or business associate of the ARA Group or receive any incentive where such incentive could be considered as improper or classified as a Bribe (as defined in ARA Group's Anti-Bribery and Corruption Policy).

ARA Group's Anti-Bribery and Corruption Policy further addresses and governs the conduct referred to in paragraph 2.4.

## **2.5 Equal Opportunity**

Employees must adhere to ARA Group's Equal Employment Opportunity and Anti-Discrimination Policy, Gender Equality Policy and Workplace Diversity Policy which sets out obligations upon ARA Group to treat all Employees (and prospective employees) fairly based on their skills, qualifications and competencies, and prohibits ARA Group from discriminating against Employees or prospective employees based on race, religion, gender, sexual preference, age, marital status or disability.

## **2.6 Workplace Health & Safety**

ARA Group is committed to the health, welfare and safety of all of its Employees and which will help form ARA Group's long-term strategic plans and every-day decision making. To enable ARA Group to maintain this commitment, Employees must comply with ARA Group's Work Health and Safety Policy and Workplace Mental Health and Well-being.

## **3 Compliance with the Code**

This Code details the standards of behaviour expected of all Employees, which if not followed by Employees, may lead to disciplinary action, ranging from counselling to termination of employment, as appropriate in the circumstances.

## **4 New Zealand Legislation**

The provisions contained in this Policy apply equally to ARA Group Employees based in New Zealand and are intended to be interpreted and applied with due regard to the corresponding laws and regulation in New Zealand.

## **5 Reporting**

Any Employee who is aware of a breach of this Code is encouraged to take appropriate action as outlined in the ARA Group's Whistleblower Policy. Any Employee who makes a disclosure of a breach of this Code in good faith and on reasonable grounds will not be subject to detriment, retaliation, retribution or other adverse action for making such disclosures.



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Edward Federman  
Chief Executive Officer

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21 January 2026  
Date