



Code of Conduct

What is our Code of Conduct?

oOh!media Limited and its related entities (**oOh!, we, us, our**) success in making brands unmissable, connecting with buyers in the most innovative ways and the smartest spaces, is made possible when everyone at oOh! meets and exceeds expectations for good business conduct.

Our Code of Conduct complements our policies and employment contracts. It does not create new rights for any person or entity, but its principles help us by:

- explaining to every oOh! business division, team and location the standards of integrity that come with representing oOh!;
- being clear about what is acceptable, and what is unacceptable, in a range of situations, and where to get help and advice at oOh!;
- showing oOh! values and expectations to our clients, suppliers and our wider community.

Our Code of Conduct should be reflected by every oOh! employee and contractor and their dealings with suppliers, contractors, clients, shareholders, fellow employees and our communities.

The Code's principles and standards are reiterated in the following policies that we review regularly to ensure they are effective and up to date.

Honesty & Integrity	Courtesy, Respect & Fairness	Safeguarding Assets	Transparency	Colleagues & Environment
Business Principles	Diversity & Inclusion	Information Handling	Privacy	Health, Safety
Dealing in Securities	Workplace Behaviour	Delegated & Signing Authority	Communications	Environment & Sustainability
Whistleblower	Flexible Workplace	Accounting	Continuous Disclosure	
	Leave	Treasury		
	Rehabilitation & Return to work	Travel, Expenses & Re-imbusement		
	Grievance Handling	Credit		

Doing business with honesty and integrity

We do business honestly, and try to exceed others' expectations of our integrity.

The law is our minimum standard. Everyone in the oOh! team should know which laws and regulations govern their roles, seek training to understand them fully, and uphold them in both letter and spirit. If we need to interpret the law in a new situation, we will always do it in a way that builds oOh!'s reputation positively as an ethical business.

Doing what's right

No Code of Conduct can anticipate every ethical issue you might face, or every law that applies to oOh!. When faced with situations that require a judgment call, ask yourself:

Do I think it's right?

- Is it legal?
- Does it line up with oOh!'s principles and policies?
- Is it hidden or out in the open for all to see?
- Would I be proud of what I have done?

What would others think?

- Am I putting anyone's health or safety at risk?
- Would I cause other harm to my colleagues, oOh!, others, or even myself?
- What would my family and friends say?
- What would happen if rumours spread?
- What would happen if this was on the news?

For further guidance, speak to your manager or HR representative, or, confidentially call the Employee Assistance Program at **Davidson Trahaire Corpsych – 1 300 360 364**.

Conflicts of interest – divided loyalty

Sometimes, loyalty to oOh! can be challenged by other demands or relationships. These 'conflicts of interest' can undermine trust in the integrity of our decisions. If any oOh! employee has such a conflict, and certainly before agreeing a contract, oOh!'s HR Director or General Counsel needs to know. He/she can give advice and, if appropriate and legal, provide written consent to avoid any appearance of or actual conflict.

Examples of potential conflicts

- a business decision would benefit a friend or family member;
- a significant gift might be perceived to influence an upcoming decision;
- friendly, romantic or family relationships make objective business decisions or hiring or performance reviews difficult;
- shares, directorships, debts, or leases in another business might compromise your loyalty to oOh!;
- investment opportunities come about through information received inside oOh!, or because of a position of authority at oOh! (especially any business relationship with oOh! itself);
- using the oOh! name to get personal reservations, priority bookings, upgrades, venue access, or discounts or rebates, unless these are official benefits made available to all of the oOh! team;
- working for another company as a member, director, or in public office. (This will always require written permission!)

Giving or receiving

Any gift or favourable treatment valued more than \$200 could impair judgement, or lead others to think you have divided loyalties. No one at oOh! should accept or give such gifts, or any other inducements or bribes. oOh! does not and will not pay bribes to acquire, retain, or direct business, receive any kind of special treatment or avoid unfavourable circumstances.

Gifts or hospitality of more than \$200 per person must be reported to the Company Secretary with details of the giver or recipient, the purpose and estimated value. These details will then be included in the Gifts and Hospitality Register.

Acting with courtesy, respect and fairness

Good judgement in what we say and do

Everyone at oOh! shares a duty of care, both during and after our time here, to act in a way that keeps public trust and confidence in oOh!. This applies to how we deliver our products and services, how we deliver messages inside and outside of our business, and how we treat the people we work and engage with.

We use common sense and good taste when preparing the content and language in all documents and messages, whether internal or shared externally. Especially in the digital age, we need to be mindful of how easily a message can move beyond its intended audience. When our employees engage in political activity as individuals; it must always be clear that they do not speak on behalf of oOh!. Our policies enact sensible controls on information handling and restrict public comments to authorised senior spokespersons.

We are placed in a position of trust and we are regularly privy to sensitive information. We strive to uphold privacy and copyright legislation, and to always handle information in a confidential and sensitive manner for its intended purpose - not for personal gain. We respect the intellectual property owned by third parties.

Employment based on merit

Our commitment to attracting the best talent is reflected in our rigorous recruitment and selection processes. We strive to ensure our employees feel valued and recognised for their contribution to oOh!'s success, and benefit from good working relationships. We base employment decisions on merit.

As a committed equal opportunity employer, we will follow the letter and spirit of anti-discrimination laws. We work to diversify representation across our organisation, in our senior management and on our Board. These commitments are captured in our **Diversity and Inclusion** Policy and our **Workplace Behaviour Policy**. Our **Flexible Workplace Policy** and our **Leave Policy** help employees balance work with family commitments.

oOh! aims to provide workplaces free from unlawful discrimination, harassment or intimidation. All allegations of such behaviour will be investigated promptly, and we will take corrective action. Retaliation against individuals who raise such claims will not be tolerated.

Safeguarding oOh!'s assets

Our actions in relation to oOh!'s resources, time, information, equipment and intellectual property assets are professional at all times. Company resources are provided to grow the oOh! business and serve our clients, which is always our priority. We always use them for their intended purpose and not unlawfully or for personal gain. Everyone at oOh! is expected to safeguard these from theft, loss or misuse.

We will never carelessly or intentionally disclose competitive business strategies, plans, methods of operation or other information that is valuable or confidential to oOh!. Nor do we disclose our clients', suppliers', or commercial partners' confidential information or use the name of oOh! to get personal discounts or other benefits.

Transparency in our financial and commercial dealings

Our public comments, media statements, official announcements, accounts, financial statements and other public disclosures will always be written with accuracy, and will not contain false or intentionally misleading information.

Our company data, records and reports will be complete, balanced, timely, accurate and truthful. We will be transparent about issues in our business and raise them with appropriate authorities on a timely basis.

The law and regulations are in place for good reason - we operate our business everyday meeting these standards.

These standards include not engaging in anti-competitive activity and insider trading. We have strict policies in place to safeguard against these activities, supported with firm management by our senior leadership. Under no circumstances do we discuss or disclose any confidential inside or price sensitive information, or hold inappropriate conversations with competitors, suppliers, clients or others. This information includes marketing or strategic plans, pricing and/or policy.

Caring for our colleagues and the environment

oOh! aims to provide a safe, healthy, compliant and sustainable business.

We aim to work in ways that respect applicable health, safety, and environmental laws and regulations for the wellbeing of the environment and our employees, contractors, visitors and clients. Given the high-risk nature of some of aspects of our business, our policies establish safeguards to ensure the responsible use of alcohol and prescription drugs. We operate a zero tolerance policy on illegal drugs.

oOh! recycles, reuses and refurbishes unused assets, donating them to charities where possible, and works to reduce energy consumption.

oOh! employees may receive support to contribute to our community through donations or sponsorship, with the approval of the oOh! Community Charities Committee.

As a whole, we employ staff whose duties may include communication with government officials, but financial support for political causes is restricted. It requires the written approval of our CEO. No manager in oOh! is permitted to obtain funds from a subordinate for political purposes.

Implementation of our Code of Conduct

Everyone in oOh! helps put our Code of Conduct into practice:

- employees comply with our Code and act at all times in the best interests of oOh!;

- managers take the lead in following our Code, and act immediately if an employee or contractor reports a breach;
- our HR team conducts training about the Code, investigates reports from managers and employees, and reviews and recommends updates; and
- our Audit, Risk and Compliance Committee assesses the overall adequacy of our compliance programs, policies and culture with respect to ethical behaviour.

Consequences of breaching our Code of Conduct

Non-compliance may lead to disciplinary action, including verbal or written warnings, counselling on misconduct, suspension (with or without pay) and dismissal. oOh! reserves the right to inform the appropriate authorities where theft or other criminal activity is identified.

Whistleblower protection

oOh! will not allow whistleblowers to experience discrimination or disadvantage (reprisals, victimisation, harassment, demotion or dismissal, loss of opportunity for promotion, or bias) for reporting unacceptable behaviour in good faith. Wherever possible, communications will be held in confidence and your privacy will be protected. Please refer to the Whistleblower Policy.

For more information

If you have any questions or concerns about our Code of Conduct, or want to report a breach, contact your manager or HR representatives. The HR team will investigate and escalate the matter to our HR Director, as appropriate. The HR Director can initiate a formal investigation. All employees are expected to comply with the direction of the HR Director in the investigation process.

We will treat all reports seriously and will act appropriately and promptly. A breach or potential breach can be reported by making a detailed report to our HR Director:

Steve Reid:
Email: steve.reid@oohmedia.com.au
Tel: +61 2 9927 5438

Alternatively, please contact Ethicall an independent counselling service or our independent Whistleblower Service:

Ethicall

The Ethics Centre's free Ethicall counselling service provides a safe and non-judgemental space for reflection and the exploration of dilemmas, challenges and issues faced by people in their everyday lives. Ethicall is available Monday to Friday, 9 to 5 via a free call to 1800 672 303—from anywhere in Australia.

Deloitte - An independent, anonymous service
1800 173 918
whistleblower@deloitte.com.au
www.whistleblower.deloitte.com.au

For confidential advice, please contact a counsellor via our Employee Assistance Program:

Davidson Trahair Corp psych
Tel: 1300 360 364

If HR representatives are not available and if the matter is serious, involves financial malpractice, impropriety, fraud or criminal activity or breaching the law, contact the people below:

- Brendon Cook, Chief Executive Officer (CEO)
- Kate Eastoe, General Counsel and Company Secretary
- Chair of the Board, or Audit, Risk and Compliance Committee Chair.