



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.

oOh!'s Board of Directors believe that our commitment to this code will maintain the confidence of oOh! among all stakeholders.

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!; and
- showing oOh! values and expectations to our clients, suppliers and our wider community.

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

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

Our values

oOh!'s values statement is disclosed on our website. Our values reflect our passion for our work and our respect for and responsibility towards our community, fellow citizens, customers and each other.

All our people are expected to act in accordance with oOh!'s stated values, with directors and executives leading by example.

All of oOh!'s people are expected to perform their duties diligently, conscientiously and to the best of their ability.

Doing business with honesty and integrity

We do business honestly and with integrity, trying to exceed others' expectations.

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 People & Culture representative, or, confidentially call the Employee Assistance Program at **Acacia Connection** (www.acaciaconnection.com), phone 1300 364 273 (AU) and 0800 000657 (NZ).

Conflicts of interest – divided loyalty

Sometimes, loyalty to oOh! can be challenged by other demands or relationships. At oOh! you may face a number of conflicts which include your personal interests that may be or may appear to be in conflict with your role at oOh!.

These 'conflicts of interest' can undermine trust in the integrity of our decisions.

Conflicts of interest should be avoided (where possible) and if they occur, should be disclosed to the General Counsel. A conflict of interest may arise where you have a personal or commercial interest that may interfere, or appear to interfere, with the interests of oOh!.

Always avoid participating in decisions and activities that may conflict with your duties and responsibilities to oOh!.

oOh! must provide approval before you accept any position with another company, business or organisation as a director, agent, employee or consultant, whether paid or unpaid, which may, or may be seen, to be a conflict of interest.

If you are involved in a conflict or a possible conflict, it is important that you inform the General Counsel as soon as possible.

In doing so, you will need to provide specific details regarding the subject matter and the potential or actual conflict of interest.

You must not use your position, or opportunities arising from your position, nor take advantage of any property or information of oOh! or our clients, for personal gain (directly or indirectly) or to cause detriment to oOh! or our clients.

Examples of potential conflicts

- a business decision that 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!)

Gifts and Payments and Anti-bribery and corruption

Ooh! considers that any gift or favourable treatment valued at more than \$750 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. In the normal course of business, oOh! will entertain clients however oOh! will not make political donations nor pay bribes to acquire, retain, or direct business, receive any kind of special treatment or avoid unfavourable circumstances.

Gifts or hospitality of more than \$750 per person must be reported to the General Counsel with details of the giver and recipient, date, the purpose and estimated value. These details will then be included in the Gifts and Hospitality Register. All political donations (including the cost of subscriptions, memberships or tickets to events as relevant) are to be treated as a gift for this purpose.

Any request for a bribe must be reported immediately to the CFO and the General Counsel.

oOh! prohibits bribery or corruption in any form, whether direct or indirect or whether public or private bribery.

Acting with courtesy, respect and fairness

All suppliers, competitors, clients, members, providers and other stakeholders, as well as each employee, must be treated fairly and with respect. oOh! does not tolerate harassment, unlawful discrimination or bullying.

Decisions regarding suppliers and contractors must also be made on merit and a commercial basis. oOh! must collect information about competitors and other stakeholders in a lawful manner.

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.

Privacy

We are placed in a position of trust and we are regularly privy to sensitive information. The privacy of personal information held or entrusted to oOh! by clients, suppliers, employees and others must be respected and maintained at all times.

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.

All personal information of oOh!'s clients, suppliers and employees is to be treated as confidential.

Personal information is information or an opinion, whether true or not and whether recorded in material form or not, about an individual whose identity is apparent, or can reasonably be determined, from that information or opinion.

Employees are required to use and manage personal information held by oOh! in accordance with privacy laws and regulations in the locations in which oOh! does business and in accordance with oOh!'s Privacy Policy.

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.

We operate our business to meet standards of law and regulation.

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

Caring for people and the environment

oOh! aims to be a safe, healthy, compliant and sustainable business. Further information about sustainability can be found in the oOh! Sustainability Report in our Annual report.

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, clients, suppliers and the communities we touch. oOh! supports laws to combat modern slavery and takes risk-based action to protect against it in our supply chains.

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.

Confidentiality

Great care must always be taken to ensure the integrity and security of oOh!'s confidential information.

Confidential information is not available to the public and relates to the affairs of the business,

employees, clients, members and suppliers. It may include oOh's business strategies, marketing and sales plans, competitive analysis, financial plans and forecasts, member or employee information and client information and pricing.

This information must remain confidential at all times, even after you cease employment with oOh!.

You must not access, request, make improper use of, transfer or disclose confidential information to anyone, except those who are authorised legally or by position. If confidential information inadvertently comes into your possession, it is imperative that it be returned immediately.

If you are required by an authority to provide confidential information that has not been authorised, you must notify the General Counsel.

Implementation of our Code of Conduct

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

- training and awareness on the Code of Conduct is conducted by oOh!;
- the Code of Conduct is made available to all employees on our intranet and to external stakeholders via the oOh! website;
- employees comply with our Code and act at all times in the best interests of oOh!; and
- managers take the lead in following our Code, and should act immediately if an employee or contractor reports a breach.

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.

Improper and illegal conduct (including bribery or corruption) by oOh! or a third party, including contractors, suppliers, agents, joint venture partners or business partners may damage oOh!'s reputation and expose oOh! (and the persons involved) to serious criminal and civil liability

All material breaches of the Code of Conduct will be reported to the Audit, Risk and Compliance Committee and the Board.

oOh! reserves the right to inform the appropriate authorities where theft or other criminal activity is identified.

Whistleblower protection

You are encouraged to report any actual or suspected fraudulent or unethical behaviour, breaches of this Code or oOh!'s policies, to the General Counsel or any other contact nominated by oOh!.

oOh!'s Whistleblower Policy provides more information on how to report these actions.

Every effort will be made by oOh! to protect anyone who, in good faith, comes forward to report such behaviour will be protected by oOh!. We are committed to ensuring that you can raise concerns about this behaviour without fear of victimisation, harassment or discriminatory treatment.

For more information

If you have questions about the content of this Policy, please contact your People and Culture representative, the Chief People and Culture Officer, the General Counsel, a Company Secretary, the CFO or the CEO.

Alternatively, you can contact external resources who are available to assist you – please review the Whistleblower Policy for details on how to contact these resources.

Review

This Code of Conduct will be reviewed periodically to check that it is operating effectively and whether any changes are required.

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