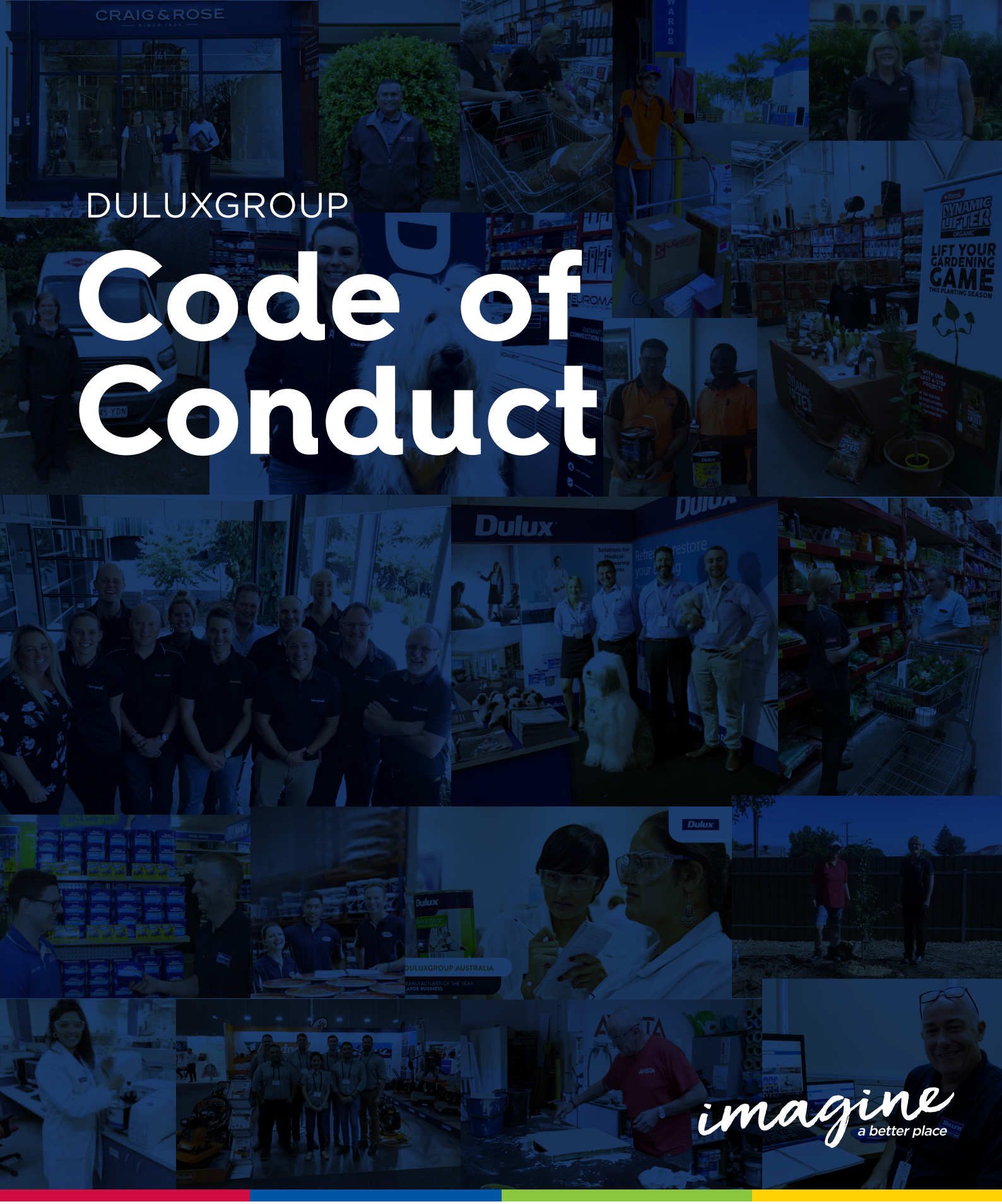
DULUXGROUP

Code of Conduct



imagine
a better place

DuluxGroup

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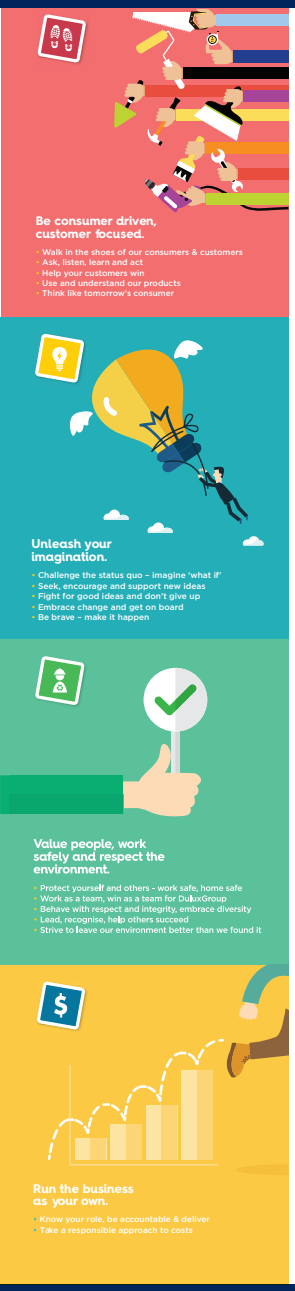

Message from the Chairman & CEO

At DuluxGroup, the success of our market leading businesses is judged not only on what we achieve but, very importantly, how we achieve it. The way we do business influences how we are viewed by our consumers, customers, suppliers, governments, and the community. It also determines how we see ourselves.

Our Values and Behaviours are integral to how we work. They guide us in making fair, balanced and ethical decisions in our day to day work.

This Code of Conduct describes how we work at DuluxGroup and sets the expected standards of professional behaviour so that we can live our Values and Behaviours and put the consumer and customer at the heart of everything that we do.

Operating with integrity is everyone's responsibility. Each section of the Code of Conduct explains our principles, our expectations of our employees and others who work with us. If we live by these standards, we can be both proud of our excellent results and the way in which we have achieved them.

Patrick Houlihan
Chairman & CEO

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01 Purpose

Purpose

Your behaviour and conduct directly contribute to DuluxGroup's overall business success and reflect our brands and reputation. DuluxGroup is a marketer and manufacturer of premium branded products that enhance, protect and maintain the places and spaces in which people live and work. At DuluxGroup, we are united by our Core Purpose, which is to help our consumers to imagine and create a better place, *Imagine a better place*. It is *why* DuluxGroup exists.

Our Values & Behaviours guide us in *how* we deliver on our Core Purpose and achieve DuluxGroup's strategic goals. The purpose of this Code is to help you ensure that the decisions you make and the way you behave are true to our Values & Behaviours, and are consistent with our legal and ethical obligations. In adhering to the Code, you will be contributing to the long-term success of DuluxGroup and achievement of our strategic goals.

Who Does the Code Apply to?

This Code applies to everyone who works for and with DuluxGroup, including employees, contractors, consultants, officers, directors and volunteers. It applies in relation to your employment or engagement with DuluxGroup and will extend beyond your working hours if your conduct or behaviour relates to your work with DuluxGroup or your relationship with others associated with DuluxGroup.

This Code applies to all of our dealings with co-workers and all external parties (including volunteers, suppliers, customers, contractors and the general public) in your capacity as a representative of DuluxGroup.

Your Role

Employees, contractors, consultants, officers, directors and volunteers

- Understand and act according to the Code
- Complete and keep up to date on Code related training
- Know how and when to Speak Up

Leaders

- Role model the Code
- Embed the Code in day to day activities and existing processes
- Recognise those who work according to the Code
- Call out actions or behaviours inconsistent with the Code

KNOW WHERE THE LINE IS & SPEAK UP

CONSUMERS & CUSTOMERS

ALWAYS act with integrity when dealing with consumers and customers

✔ Always

Always familiarise yourself with the Competition & Consumer Law Policy & Guide (or local equivalent), Guide to Preparing Marketing Material, Golden Rules, other supporting information and local laws to ensure all our products comply.

Always respond promptly to any concern from consumers about possible product safety or product performance issues. Where there is a possible safety issue or an injury, alert your manager and the Legal team right away..

Always ensure that the highest standards of quality controls are applied at each stage, from product development through the manufacturing and distribution process.

Always exercise caution when you attach specific conditions to the supply or purchase of products or services.

Always be clear, truthful and precise in describing our products, their purpose and their performance and ensure that all pictures on labels and in marketing materials are appropriate and accurately reflect our products' attributes.

Always ensure that all claims used in marketing materials are based on evidence, have been substantiated in a claims form approved by R&D and Legal and the supporting sources are easily accessible if we are required to produce it.

Always follow internal approval processes for advertising and claims (and build this review and approval into your time lines for product launch).

Always be careful when comparing our products to those of a competitor, as these claims will be scrutinised closely.

Always ensure sales promotions and marketing campaigns are designed so that consumers can easily understand the promotions and conditions on offer.

✘ Never

Never attempt to control the minimum price at which a customer resells or advertises your product.

Never make any false or misleading representations in relation to DuluxGroup's products or those of our competitors. Silence may also amount to misleading or deceptive conduct.

Never use technical data or use scientific terminology or vocabulary in such a way as to falsely suggest that a claim has scientific validity if it doesn't. Remember that you cannot "cherry pick" data that supports our claims if there is a contrary body of evidence.

Never deliberately exaggerate claims in our communications, including environmental or product performance claims

Never collect personal or other information for behavioural marketing purposes without a customer's consent.

Never alter images used in marketing communications in such a way that it becomes misleading.

Never seek to exploit the lack of knowledge or lack of experience of consumers.

ALWAYS seek guidance from your leader or the Legal team if you have any doubts before acting

COMPETITORS

ALWAYS ensure decisions are based on genuine commercial grounds and maintain independence when dealing with a competitor

✔ Always

Always familiarise yourself with the Competition & Consumer Law Policy & Guide (or local equivalent), Guidelines for Contact with Competitors, Golden Rules, other supporting information and local laws.

Always consider the appearance and implication of interacting with a competitor, whether in a business or personal setting.

Always carefully consider the context in which you are communicating with a third party, particularly whether a customer could be a competitor.

Always avoid any action which could be interpreted as coordination with competitors.

Always maintain DuluxGroup's independence in dealings with third parties, including in relation to pricing, marketing and selling.

Always avoid language which implies market dominance, inflates market power or misrepresents the facts or which refers to "locking out the competition" or similar sentiments.

Always ensure that any decision to cease supply to an existing customer is based on genuine commercial grounds and not for an anti-competitive purpose.

Always promptly refer any inquiries from a competition authority to your line manager and DuluxGroup Legal. Do not answer any questions or volunteer any information.

✘ Never

Never discuss prices, discounts, allowances, rebates or credits with competitors or discuss excluding or limiting dealings with a supplier or customer.

Never agree with your competitors to deal only with certain customers or to share or divide territories or customers.

Never distribute price lists to competitors and do not signal in advance price changes to competitors, including the timing or size of the changes, unless they are customers for the products concerned and you are communicating a general price increase.

Never make it a condition of supply that the customer will acquire products or services from another person if this might seriously harm competition in the market.

Never require your customers to buy only your product or service or a minimum amount of your product or service if this might seriously harm competition in the market.

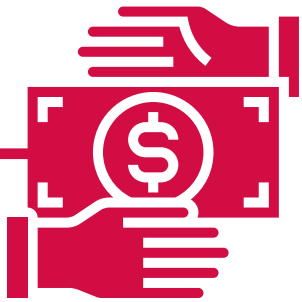
Never refuse to supply a customer (whether they are also a competitor or not) if this is intended or likely to harm a competitor or substantially lessen competition.

Never obstruct a competition authority by providing false or misleading information, concealing or destroying documents or alerting any third party to the fact of a competition law investigation.

ALWAYS seek guidance from your leader, the Risk team, Legal team or Speak Up Line before acting

FRAUD, BRIBERY & CORRUPTION

ALWAYS refuse a bribe, report fraud, use the gift register and get pre-approval for gifts to a business associate



✔ Always

Always comply with the Fraud, Bribery & Corruption Control Policy and Framework (or equivalent local policy), and any training required by DuluxGroup.

Always comply with the Gifts & Entertainment Policy (or equivalent local policy).

Always act honestly.

Always refuse a bribe or secret commission.

Always record all transactions accurately and in reasonable detail to reflect their true nature.

Always understand the role and interests of the person who you are dealing with.

Always get pre-approval before offering or giving anything of value, a commercial sponsorship or a community donation or project.

Always immediately report any actual or suspected instances of improper conduct to a senior leader, DGE member, the Legal team, PCC (HR) team or the Speak Up Line.

Always submit and approve legitimate and reasonable business or work-related expenses that are supported by valid receipts and invoices.

Always ensure that all gifts and entertainment over the threshold amounts are submitted on the Gifts & Entertainment Register.

✕ Never

Never directly or indirectly offer, promise, authorise or provide a benefit (including monetary and non-monetary benefits) with the intention of influencing a public official or private sector person in the performance of their duties to obtain business or a business advantage.

Never accept a benefit (either monetary or non-monetary) that may result in a business advantage being provided to another party.

Never offer or give a commission to an agent or representative of another person (such as a customer) to influence the conduct of the principal's business.

Never improperly use information or your position for personal gain or to obtain an advantage.

Never falsify, conceal, destroy or use falsified documentation.

Never establish a hidden or incorrectly recorded fund for prohibited payments.

Never accept or request personal discounts or other benefits from suppliers, service providers, customers or other third parties due to your association with DuluxGroup that the general public or your peers do not receive, unless this has been otherwise approved by DuluxGroup.

Never accept gifts, hospitality or entertainment of an inappropriate value or nature (for example, sexually oriented) or at inappropriate venues.

Never use personal funds, divide payments, or hide activity which would otherwise need pre-approval.

Never use a supplier or provider if you are concerned they will engage in corrupt or improper conduct on our behalf.

Never use your Company issued credit card for personal use.

ALWAYS seek guidance from your leader, the Legal team, the Risk team, PCC (HR) Manager or Speak Up Line when in doubt

SUPPLIERS & PROVIDERS

ALWAYS use a DuluxGroup preferred supplier where one is available, and where one is not, ensure that a competitive bid process is undertaken

✔ Always

Always avoid dealings or excuse yourself from decisions about the engagement of a supplier or provider where it could cause, or create the appearance of, a conflict of interest.

Always be mindful not to discuss downstream pricing or other sensitive information not relevant to the engagement with a supplier or provider who may also be a competitor.

Always verify that invoices clearly and fairly represent goods and services provided. Raise queries about unclear or excessive charges.

Always make sure suppliers and providers are reputable, competent and qualified to perform the work, and that the compensation sought is reasonable.

Always award business based on merit, qualifications and experience using objective selection and evaluation criteria.

Always comply with our Sustainable Procurement Procedure (or equivalent local policy) in assessing risk and obtaining the required approvals, including any human rights risks.

Always make sure that agreements clearly state the services or products to be provided, the basis for the payment, rate or fee.

Always make payments only to the person or organisation that actually provides the goods or services.

Always make sure a valid purchase order has been received by the vendor before they start work or provide goods or services.

Always use a DuluxGroup preferred supplier where one is available, and where one is not, ensure that a competitive bid process is undertaken.

Always engage suppliers under the standard Terms and Conditions of DuluxGroup or seek legal approval for any alternative or amended conditions.

Always conduct regular reviews of supplier relationships and performance.

✘ Never

Never sign a supplier or provider's contract or any documentation unless you are authorised by the DuluxGroup Delegation of Authority to do so and such documentation has been approved by the Legal Team.

Never give one supplier's confidential business information (for example, proposed rates or winning bid information) directly or indirectly to another supplier.

Never use suppliers or providers who supply unsafe or environmentally irresponsible products or services, breach laws or regulations, use child or forced labour, or use physical punishment to discipline workers, even if it is allowed by local law.

Never request a gift or entertainment from a third party.

ALWAYS seek guidance from your leader, the Procurement team, Legal team or the Speak Up Line when in doubt

PERSONAL INFORMATION & PRIVACY

ALWAYS act to protect consumer, customer, job applicant and employee personal information

✔ Always

Always comply with the Privacy Policy (or local equivalent) and any country specific privacy laws such as the Australian Privacy Principles or GDPR.

Always comply with legal requirements that apply to the collection, use, disclosure, retention and processing of personal information.

Always collect, use, disclose, retain and process personal information that is necessary for legitimate business activities and functions.

Always use safeguards to protect the personal information from misuse, interference and loss, as well as unauthorised access, modification or disclosure.

Always use personal information in a way that is consistent and compatible with the purpose for which it was collected, unless otherwise approved by the relevant individual.

Always obtain an individual's consent before using their personal information to market products or services to them, and ensure they are removed from marketing databases if they opt out.

✘ Never

Never access personal information unless you have appropriate authorisation and a clear business requirement.

Never provide personal information to anyone inside or outside of DuluxGroup without proper authorisation.

Never move or copy personal information between various DuluxGroup legal entities or outside the country of origin without checking on the correct process. Speak to the Legal team if you are unsure.

Never conduct reference or security checks without proper authorisation or the consent of the individual.

Never retain personal information for longer than legally required or necessary to meet the business reason for which it was collected.

ALWAYS seek guidance from your leader, the Privacy Officer, the Legal team or PCC (HR) Manager when in doubt

SAFETY & SUSTAINABILITY (S&S)

ALWAYS deliver and grow with care, have a future without harm mindset, and think and act with safety and sustainability as a high priority

✔ Always

Always follow our Safety & Sustainability Policy and Standards (or equivalent local policy).

Always stop any work that appears unsafe or could lead to an environmental or community incident.

Always promptly report any safety and sustainability incident to your manager.

Always learn and observe all Safety & Sustainability requirements for your job.

Always review the workplace for safety & sustainability hazards and initiate appropriate corrective actions.

Always communicate company safety and sustainability expectations to all employees and contractors you lead.

Always lead by example in setting high S&S standards, following procedures, and not tolerating deviations.

Always ensure that appropriate procedures for managing risks to prevent harm are in place and are consistently applied.

Always be prepared for emergencies by making sure you, and any of your visitors, are familiar with emergency procedures.

Always handle and dispose of all materials correctly, safely and lawfully.

Always inform your manager of any injury, illness or medication that may impact your ability to work safely.

Always report to work fit for duty without impairment from alcohol, drugs or other influences.

Always take personal responsibility for workplace tools, equipment and hygiene as well as your own actions.

Always be mindful of employee, customer and consumer safety and life-cycle environmental impacts when designing and specifying products, packaging and services.

Always participate in company rehabilitation programs if ill or injured to promote recovery.

Always look for win-win opportunities to improve social, environmental and economic outcomes while delivering business value.

✘ Never

Never walk past an unsafe or unsustainable act or assume that someone else will report it - intervene with care.

Never start work unless controls are in place to manage safety and sustainability risks.

Never undertake work unless you are medically fit and sufficiently rested and alert to do so.

Never undertake work unless you are trained and competent to do so.

Never remove, interfere with or operate machinery guards or other safety devices.

Never bypass or interfere with the effective operation of pollution control equipment.

Never work with your back to moving mobile plant and equipment.

Never attend the workplace if you have consumed any alcohol or consume alcohol while performing your job unless a work-related event has been pre-approved.

Never undertake work or attend a work function if you are under the influence of drugs (legal, prescribed or illegal).

Never bring illegal drugs to work.

Never play practical jokes on someone or engage in pranks in the workplace.

Never use PPE that is damaged, worn or not appropriate for the hazard.

Never engage contractors, suppliers, providers, customers or joint venture partners without assessment of their environment and community impacts, risks, controls and performance.

Never smoke in undesignated areas on site.

ALWAYS seek guidance from your leader or the Safety & Sustainability team when in doubt

WORKPLACE BEHAVIOUR

ALWAYS treat others with respect and call out inappropriate behaviour

✔ Always

Always comply with the Appropriate Workplace Behaviour Policy or equivalent local policy.

Always demonstrate fairness, trust and respect in all your working relationships.

Always challenge exclusionary behaviour, whether it is intentional or not.

Always call out inappropriate workplace behaviour like sexual harassment, bullying and discrimination.

Always support flexible work arrangements, balancing business, team and personal needs where possible.

Always make employment related decisions, including recruitment, promotion, training, development, and remuneration free from bias.

Always respect the human rights of our workforce and those we work with including suppliers and providers.

✕ Never

Never ignore inappropriate workplace behaviour.

Never behave in a way that is or may be perceived as physically or socially offensive, insulting, intimidating, malicious or humiliating to others.

Never treat someone differently because of their characteristics – including their race, gender, ethnicity, religion, sexual orientation, age, physical appearance, disability or other personal attribute.

Never tolerate any form of bullying, sexual harassment, discrimination or other exclusionary behaviour.

Never make jokes or comments about an individual's characteristics – including their race, gender, ethnicity, religion, sexual orientation, age, physical appearance, disability or other personal attribute.

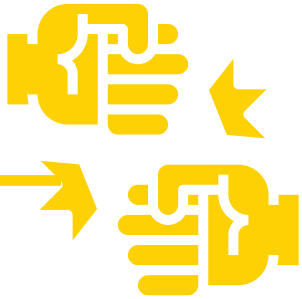
Never unlawfully discriminate in favour of, or against, someone based on personal attributes unrelated to job capabilities or performance.

Never download, distribute or display any offensive material including inappropriate photos, videos or cartoons.

ALWAYS seek assistance from your leader or PCC (HR) manager if you experience or witness inappropriate workplace behaviour

CONFLICT OF INTEREST

ALWAYS seek to avoid conflicts of interest and disclose outside activities or financial/personal interests where conflicts may or do exist



✔ Always

Always comply with the Conflict of Interest & Outside Engagements Policy (or equivalent local policy).

Always conduct business in a professional and impartial manner.

Always avoid business dealings and personal relationships that could cause, or create the appearance of, a conflict of interest.

Always advise your leader or DGE member of any outside activities, financial interests or relationships that could be seen as a conflict of interest.

Always use good judgement when deciding to accept gifts, hospitality and entertainment.

Always excuse yourself from any decision making process where you have an interest that could influence your ability to make an objective decision.

Always think carefully before investing in a competitor, customer or supplier of DuluxGroup and consider if the investment could compromise your objectivity.

Always get appropriate approval from your leader or DGE member before accepting an officer or director position with another organisation.

✘ Never

Never award or influence the award of business to a person or entity you have a direct or indirect financial interest in or is in any way associated with a close relative or personal relationship.

Never misuse DuluxGroup resources (including information) or your position of influence at DuluxGroup to promote or assist an external activity or party.

Never hold positions or investments in organisations that have business dealings with DuluxGroup if you are in a position to influence transactions or if the relationship itself creates an actual, potential or perceived conflict of interest.

Never personally pursue or undertake any opportunities in which DuluxGroup could have an interest.

Never interfere in the fair and transparent operation of bid or tender activities.

Never hire, promote or directly supervise a close relative, unless this has been specifically authorised by your leader or DGE member.

ALWAYS seek guidance from your leader or PCC (HR) Manager when in doubt

RESOURCES, PROPERTY & INFORMATION

ALWAYS protect DuluxGroup property from damage and theft and only use for proper business purposes

✔ Always

Always comply with the IT Code of Conduct (or equivalent local policy).

Always use DuluxGroup property, including physical property, intellectual property and other resources and information, for business purposes only.

Always treat emails and other electronic forms of communication as official records and only use authorised applications to send these messages.

Always ensure you do not open or click on links in emails that you believe may be suspicious, and notify the Service Desk immediately.

Always keep DuluxGroup's property (including confidential or sensitive information) secure and protect it from waste, damage, misuse, loss, fraud and theft. Report any occurrences immediately.

Always prevent non-authorised personnel from accessing DuluxGroup facilities, information, data and assets, where possible and safe to do so.

Always retain and destroy business and corporate records in accordance with the Document Retention & Destruction Policy (or local equivalent policy).

Always secure laptops and mobile phones to prevent theft and lock your screen when unattended.

Always report the loss, damage and theft of DuluxGroup equipment, information or data to your leader and Service Desk.

Always return DuluxGroup equipment and information upon termination of your employment or when directed.

✘ Never

Never use DuluxGroup's property for personal gain.

Never take physical property or information belonging to DuluxGroup for personal use.

Never send or publish DuluxGroup's proprietary information or confidential information of a third party without prior authorisation.

Never copy information or transfer files that violate Copyright laws.

Never access Company applications, systems, information or data for which there is no business justification.

Never open attachments or click on links in emails that you've received from unknown senders or you suspect to be suspicious or fake.

Never deliberately access, store, send, post or publish inappropriate material, or ignore others doing so.

Never allow someone else to log on and operate systems and applications using your logon credentials.

Never leave your laptop/computer or mobile device unattended in public places.

ALWAYS seek guidance from your leader or PCC (HR) Manager when in doubt

EXTERNAL COMMUNICATION

ALWAYS obtain approval before disclosing business information externally or to the public

✔ Always

Always comply with the Social Media Policy or equivalent local policy.

Always comply with the Media Protocols and Guidelines or equivalent local policy.

Always follow the rules relating to who can make public statements on behalf of DuluxGroup.

Always get approval from your leader to present an external speech or participate in an external panel discussion as a DuluxGroup employee.

✘ Never

Never disclose DuluxGroup information to the public unless you are specifically authorised to do so.

Never speak, communicate externally or do anything where it could cause financial or reputational damage.

Never conceal facts or omit information that may be relevant to a disclosure.

Never use DuluxGroup trademarks or branding or permit third parties to do so unless you have permission from the Legal and/or Corporate Affairs team.

ALWAYS seek guidance from your leader, PCC (HR) Manager, Legal team or Corporate Affairs team when in doubt

COMMUNITY

ALWAYS respect the communities in which we operate and look for opportunities to participate in DuluxGroup community projects

✔ Always

Always consider our stakeholders and the Values & Behaviours when making decisions.

Always respect the cultures and customs of the communities and countries in which we operate, as long as they don't conflict with our Code of Conduct or local law.

Always consider the potential impact of business activities on the community and ensure that appropriate procedures are in place to manage risk and prevent harm.

Always obtain approval prior to committing to a community development project or providing a donation.

Always understand and follow donation and sponsorship guidelines.

Always look for opportunities to participate in DuluxGroup community support projects.

✘ Never

Never implement a community development project that will intentionally, or likely replace, take over or destabilise the authority of any level of government.

Never offer, promise or approve expenditure for a community development project, sponsorship or donation for, or on behalf of, DuluxGroup where you have an undisclosed potential conflict of interest.

ALWAYS seek guidance from your leader, Safety & Sustainability team or PCC (HR) Manager when in doubt

05 More Information

Where to Go for Help and Calling Out Breaches

DuluxGroup encourages you to call out any breach of this Code of Conduct. Please refer to the Appropriate Workplace Behaviour or Speak Up Policy for more information, but you can raise a concern or call out any breaches of the Code to any of the following.

Recipient Name	Contact details
Your line manager or 1-up line manager	
Your local Human Resources Manager	+61 3 9263 5678 (AU) HR@duluxgroup.com.au +64 800 800 424 (NZ) +675 472 3633 (PNG) +86 4118 754 8800 (CHINA) +852 3473 3368 (HONG KONG) +334 9611 2670 (FRANCE) +44 77 2020 0365 (UK)
HR People Services	+61 3 9263 5020 (AU) / +64 4 576 6379 (NZ) HR@duluxgroup.com.au
DuluxGroup Speak-Up Line (outsourced independent service available 24 hours per day)	1800 065 506 (Australia – English) +61 3 9431 2210 (Outside Australia – English, Mandarin, Cantonese, Bahasa Melayu, Pidgin English, Hindi, French) duluxgroupspeakup@tremac.net.au
Group Risk Manager	+61 3 9263 5678
General Counsel	+61 3 9263 5678
Any member of the DuluxGroup Executive	+61 3 9263 5678
Employee Assistance Program	1300 361 008 (Within Australia) 0800 372 669 (Within New Zealand)

Consequences of failure to comply with the Code of Conduct

Any person covered by this Code of Conduct who fails to adhere to the expected standards of behaviour, or who fails to notify a known breach of the Code, may face disciplinary action, including possible dismissal (with or without notice) or a review of their contractual relationship with DuluxGroup.

In addition, where non-compliance with the Code of Conduct also involves a breach of the law, the matter may be reported to the appropriate law enforcement authorities.