



CODE OF CONDUCT

“The standard you walk past is the standard you accept.”

Lieutenant General David Morrison AO

Setting the Scene

Doing things right is one of our most important values at CENTOR. We work hard every day to provide products that enhance the lives of people in our community, our country, and all over the world.

We are clear about what we mean when we talk about doing things right. Not only does it mean that we provide products that are well made, fairly priced and of exceptional quality, but it also means that every step we take in making those products is taken with ethics and integrity in mind. We source material only from suppliers who have a commitment to human rights, ensure our supply chain is of high integrity and monitor our entire operation for compliance with our code of conduct.

Doing things right is not an option at CENTOR. Being a CENTOR Member or Supplier means making a commitment to uphold our values and following the code of conduct outlined in this document. Thank you for upholding our values and helping us to be the best product supplier we can be to make a real difference in the lives of those we seek to serve.

At the Centor Group, we endeavor to conduct business operations using the ISO 26000 standard to integrate socially responsible behavior into the organization. Suppliers must meet a code of conduct under which they are fully committed to respecting and promoting human rights. Monitoring of our supply chain is ongoing and part of continuous improvement and environmental sustainability.

At CENTOR we recognize that our business has an impact on social and environmental issues, in particular people's working conditions and developmental opportunities, as well as the environment, both locally and globally.

We also strongly believe that we can do good business while being a good business. This is a pre-condition to our future growth, a growth that will be achieved along with suppliers that share the same vision and ambition.

Our guiding principles when working with these issues are:

- What is in the best interest of the person?*
- What is in the best interest of the worker?*
- What is in the best interest of the environment?*

CENTOR will have an overall positive impact on people and the environment”.

Should any CENTOR requirement be in violation with national laws or regulation, the law shall always be complied with and prevail. In such cases, the Supplier shall immediately inform CENTOR.

Confidentiality

CENTOR and all of its activities are dependent upon co-operation, mutual trust and respect between Suppliers, Members and CENTOR. All observations, discussions and written information received from a Supplier or Member under the terms of a confidentiality or non-disclosure agreement and any information or knowledge created, acquired that the Centor has determined should be safeguarded from public disclosure are to be treated confidentially by CENTOR, its employees and any third party organizations appointed by CENTOR.

Business ethics

The values of trust, integrity and honesty are at the foundation of CENTOR and are keys to its sustainable implementation. It is on this basis that we begin the relationships and through continued respect of these values that it will grow.

It is important that all CENTOR co-workers and external business partners understand the CENTOR position on corruption and its prevention.

Definitions

The term “CENTOR” in this document refers to the Centor Group of companies who are shareholders of Centor Group Pty Ltd. This definition is applicable to all CENTOR related documents.

The term “CENTOR Supplier” or “Supplier” in this document refers to any company, corporation or individual supplying and/or delivering products, components, materials or services to CENTOR or its Members. This definition is applicable to all CENTOR related documents.

The term “CENTOR Member” or “Member” in this document refers to any company, corporation or individual who has met the requisite standards to be a Distribution Member and entered into agreements. This definition is applicable to all CENTOR related documents.

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Introduction

This Code of Conduct applies to Centor Group companies, Suppliers and Members. We as the Centor Group, Suppliers and its Members take responsibility for ensuring that we and our staff conduct business in a responsible, compassionate, ethical environmentally sensitive manner in all that we do.

Suppliers and Members are expected to promptly report any violations of this Code to CENTOR who may ask Suppliers or Members to verify their compliance through self-assessments, third party assessment, or on-site audits by representatives of CENTOR. CENTOR will reassess its relationship with Suppliers or Members who do not fully conform with this Code of Conduct.

Ethical Principles and Core Values

- *Teamwork - We work together with empathy and respect to meet our common goals.*
- *Honesty and Integrity - We understand what is right and wrong both in the way we work internally with our colleagues and externally with our supply partners and customers and act on those principles and obey applicable laws.*
- *Professionalism - We carry out what we say we will do when we say we will do it. We recognize our limitations and voice problems and concerns openly and are committed to continuous improvement personally and professionally.*
- *Open Communication - We communicate clearly in developing ideas and improving the knowledge of all staff and their ability to carry out roles. When problems arise, we work together to find solutions.*
- *Fun - We use humor appropriately to encourage, energize and celebrate our success.*
- *Innovation - We generate new ideas and use a creative approach to problem solving for our industry.*
- *Diversity - We respect personal differences and values, it's what makes us strong.*
- *Accountability - We are responsible and individually accountable adhering to our Code of Conduct, for playing our part in the team, supporting those who need it and in turn receiving support when required.*

Decision Making and the Code of Conduct

When making a decision, ask yourself the following:

- *Is it legal?*
- *Does it comply with this code?*
- *Does it reflect our company values and ethics?*
- *Does it respect the rights of others?*
- *If you are unsure about any of the answers, ask.*

Reporting/Speaking Up

CENTOR encourages everyone to ask questions and raise issues without fear of retaliation and is committed to treating reports seriously and investigating them thoroughly.

Employees, Suppliers and Members must report suspected unethical, illegal or suspicious behavior immediately. CENTOR does not tolerate retaliation against anyone who makes a good faith report of suspected misconduct or otherwise assists with an investigation or audit.

To report a concern:

- *Talk to your Manager*
- *Contact your Human Resources Manager*
- *Contact the Chairman of CENTOR at confidential@centorgroup.com*

No Retaliation

Employees, Suppliers and Members who report a concern in good faith cannot be subjected to any adverse action including:

- *Cancellation of agreements*
- *Unfair dismissal, demotion or suspension*
- *Unfair denial of a promotion, transfer or other employment benefit*
- *Bullying and harassment, either in person or online*
- *Exclusionary behavior*
- *Any other behavior that singles out the person unfairly*

Management

Promoting a Culture of Honesty, Integrity and Fair Dealings

Leadership carries responsibilities. Managers are expected to role model appropriate behavior, uphold the Code and promote a culture based on our values. Specifically, ensuring that people understand their responsibilities under the code, creating an environment where employees are comfortable discussing potential violations of the Code or the law with management and are never asked or directed to act in violation of the Code.

Prevention of child labor

CENTOR does not accept child labor. All measures to prevent child labor shall be implemented taking into account the best interests of the child.

CENTOR Suppliers and Members shall not make use of child labor and take the appropriate measures to ensure that no child labor occurs at their own place of production or operations or at their sub-contractors' place(s) of production or operations.

The CENTOR Supplier and Member shall abide by the United Nations Convention on the Rights of the Child (1989), and comply with all relevant national and international laws, regulations and provisions applicable in their country of production or operations.

The CENTOR Supplier and Member shall obtain documentation to legally prove the date of birth for all their workers.

A Labor force register carrying all such records shall be maintained by the CENTOR Supplier and Member

All CENTOR Suppliers and Members are obliged to keep CENTOR informed at all times about all places of production or operations, including their sub-contractors where production or operations for CENTOR takes place.

Clarifications:

- *Child labor is defined as work performed by children, which interferes with a child's right to healthy growth and development and denies him or her right to quality education.*

- *According to ILO Minimum Age Convention no. 138 (1973), a child is defined as any person less than fifteen years of age, unless local minimum age law stipulates a higher age for work or mandatory schooling, in which case the higher age would apply. If the local minimum working age is set at fourteen years of age in accordance with exceptions for developing countries, the lower age will apply.*

Forced and bonded labor

The CENTOR Supplier or Member shall not make use of forced, prison, bonded or involuntary labor.

- *Forced labor is understood as all work or service that a person is compelled to carry out under any threat of punishment or confiscation of any personal belongings, such as ID card, passport etc., and for which work the person has not offered him/herself voluntarily.*

- *Bonded labor is understood as labor not only physically bonded, but also bonded by financial debts, loans or deposits.*

Equal Opportunity

CENTOR will not tolerate discrimination based on race, color, religion, gender, age, national origin, sexual orientation, marital status, disability or any other protected class.

Harassment and Bullying

CENTOR will treat all fellow employees, customers, business partners and other stakeholders with dignity and respect at all times.

Any type of harassment, including physical, sexual, verbal or other, is prohibited and can result in disciplinary action up to, and including, termination.

Harassment can include actions, language, written words or objects that create an intimidating or hostile work environment, such as:

- *Yelling at or humiliating someone*
- *Physical violence or intimidation*
- *Unwanted sexual advances, invitations or comments*
- *Visual displays such as derogatory or sexually-oriented pictures or gestures*
- *Physical conduct including assault or unwanted touching*
- *Threats or demands to submit to sexual requests as a condition of employment or to avoid negative consequences*
- *Spreading malicious rumor or gossip*
- *Excluding or isolating someone socially*
- *Establishing impossible deliverables*
- *Withholding necessary information or purposefully giving the wrong information*
- *Intimidating someone*
- *Impeding someone's work*
- *Sending offensive jokes or emails*
- *Criticizing or belittling someone constantly*
- *Tampering with a person's personal belongings or work equipment*

Confidentiality

CENTOR, its Suppliers, Members and its employees maintain the confidentiality of all proprietary information. Proprietary information includes all non-public information that might be harmful to CENTOR and its customers and business partners if disclosed.

Confidential information can include:

- *Customer lists*
- *Supplier lists*
- *Pricing information*
- *Terms of contracts*
- *Company policies and procedures*
- *Financial statements*
- *Marketing plans and strategies*
- *Trade secrets, trademarks, product registration and patent rights.*
- *Any other information that could damage CENTOR or its customers, Members or Suppliers if it was disclosed*

We recognize the importance of maintaining business confidentiality with respect to all transactions including to complying with all confidentiality and other agreements that CENTOR its Suppliers and Members enter into to protect confidential and proprietary information from unauthorized use.

Privacy

CENTOR complies with the requirements of the country's and international privacy laws. Employees, Suppliers and Members may be required to sign an agreement that contains provisions for information confidentiality and non-disclosure.

CENTOR and its employees do not disclose any private, personal information of:

- *Employees*
- *Customers*
- *Suppliers*
- *Members*
- *Competitors*
- *Third parties*

Employees, Suppliers and Members store all personal information securely, mark it as confidential and store it only for as long as it is needed for the purpose for which it was collected.

When providing personal information, employees limit access to only those with a clear business need for the information.

Employees, Suppliers and Members are required to report any breaches of privacy, including the loss, theft of or unauthorized access to personal information, to their manager.

Competition, Fair Dealings and Antitrust

The purpose of competition laws, also known as anti-trust, monopoly or fair trade laws is to promote a healthy, vigorous and competitive economy in which businesses are free to sell their products on the basis of quality, service and price.

Fair competition is a fundamental principle of CENTOR's business beliefs, and we seek to outperform our competition in a lawful, honest and ethical manner

While CENTOR competes aggressively for new business, relationships with business partners are built upon trust and mutual benefits and compliant with competition/antitrust laws.

Employees, Suppliers and Members are required to:

- *Communicate CENTOR's products and services in a manner that is fair and accurate, and that discloses all relevant information*
- *Familiarize themselves with the CENTOR's fair competition policies and remain aware of the consequences of any violation of policies or laws governing fair competition*
- *Consult with CENTOR before engaging in any new practice that may affect fair competition*
- *Refrain from price fixing, bid rigging, and any other anti-competitive activities*
- *Use only publicly available information to understand business, customers, competitors, business partners, technology trends, and regulatory proposals and developments*
- *Advise their manager immediately of possible violations of fair competition practices*

Financial Management

CENTOR's ability to deal honestly and fairly with Suppliers, Members, customers and employees depends upon each and every transaction being recorded accurately and completely. Accordingly, CENTOR's records and books of account must be truthful and complete for all transactions.

CENTOR is committed to a system of transparent, internal controls that will:

- 1. Provide reasonable assurance that transactions are executed and recorded in accordance with company policy*
- 2. Permit preparation of reliable financial statements*
- 3. Maintain overall financial control*
- 4. Ensure invoices processed for payment have the appropriate approvals and are made with the intention that the payment will be used for the purpose described by the documents supporting the payment*
- 5. Ensure no undisclosed or unrecorded funds or assets are established or maintained for any purpose*
- 6. Ensure no false or misleading entries are made in any books or records for any reason*

If you have reason to believe any fund, asset, entry or payment might exist which violates the Code, you must report your concern.

Bribery and Facilitation Payments

CENTOR will not attempt to influence the judgement or behavior of a person in a position of trust by paying a bribe or kickback. This applies to persons in government and in private business.

CENTOR does not permit facilitation (or "grease") payments to government officials or private business in order to secure or speed up routine actions and follows strict compliance with laws and regulations covering government business.

Employees and Members are to:

- Select third parties carefully and monitor them continuously to ensure they comply with CENTOR's anti-bribery policies*
- Keep accurate books and records at all times and monitor that funds are not being used for bribery or facilitation payments*
- Refuse any offer or request for an unlawful payment and report the incident to CENTOR*

While gifts and entertainment among business associates can be appropriate ways to strengthen ties and build goodwill, they also have the potential to create the perception that business decisions are influenced by them. CENTOR is committed to winning business only on the merits of its products, services and people and complies with all legal requirements for giving and receiving gifts and entertainment.

Government Business

In many countries, gifts, favors, entertainment or meals, no matter how nominal, may not be offered to government employees or officials. Many countries have passed legislation criminalizing bribery of government officials and the sanctions for violating these laws can be severe, regardless of purpose or intent. In countries where gift and entertainment practices are permitted, Centor Group Members and their employees must comply with applicable regulations and this Code.

CENTOR does not make political contributions.

Money Laundering

CENTOR complies with anti-money laundering laws. Money laundering is the process of concealing illicit funds by moving them through legitimate businesses to hide their criminal origin.

Employees and Members must never knowingly facilitate money laundering or terrorist financing, and must take steps to prevent inadvertent use of CENTOR's business activities for these purposes. Employees and Members are required to immediately report any unusual or suspicious activities or transactions such as:

- attempted payments in cash or from an unusual financing source*
- arrangements that involve the transfer of funds to or from countries or entities not related to the transaction or customer*
- unusually complex deals that don't reflect a real business purpose*
- attempts to evade record-keeping or reporting requirements*

Health and Safety

CENTOR is committed to the health, safety and wellbeing of its employees. As part of this commitment, the Company makes every reasonable effort to minimize risks associated with its operations and to ensure a safe, healthy and productive workplace.

CENTOR conducts business in accordance with applicable health and safety requirements and strives for continuous improvement in its health and safety policies and procedures.

All employees are expected to perform their work in compliance with applicable health and safety laws, regulations, policies and procedures and apply safe work practices at all times in all locations.

Applicable safety and health requirements must be communicated to visitors, customers or contractors at any CENTOR location.

Employees are required to immediately report workplace injuries, illnesses or unsafe conditions, including “near-misses.”

Suppliers shall ensure compliance with applicable laws & regulations relating to health and safety issues including classification, work place risk analysis, reporting and inspections by authorities. The required corrective actions from such inspections shall be documented and completed within the set timeframe.

Environment

CENTOR is committed to operating in an environmentally sustainable, responsible manner, from the provision of products and services, to the operation of its offices and facilities, selection of suppliers and other business activities.

CENTOR complies with all applicable environmental laws and regulations as well as self-directed commitments to sustainable practices and environmental protection.

Suppliers and Members shall ensure compliance with applicable laws and regulations relating to environmental protection including environmental classification, reporting, and inspections by authorities. The required corrective actions from such inspections shall be documented and completed within the set time frame.

Code of Conduct Acknowledgement

By certifying to CENTOR code of conduct, you acknowledge that:

- You have read the entire code of conduct and understand your responsibilities related to it.
- You have had the opportunity to ask questions to clarify any unclear aspects of the code.
- You agree to abide by its principles.
- You agree to report to CENTOR any violations of the code.
- You agree to cooperate in any investigations of violations of the code.

COMPANY

SIGNATURE

NAME

POSITION.....

DATE

International References

- The Universal Declaration of Human Rights (UN 1948)
- Convention on the Rights of the Child (UN 1989).
- Minimum Age Convention and Worst Forms of Child Labor Conventions (ILO Conventions 138 and 182).
- Fundamental Principles and Rights at Work (ILO 1998).
- Forced Labor Convention and Abolition of Forced Labor Conventions (ILO Conventions 29 and 105).
- Equal Remuneration Convention and Discrimination (Employment and Occupation) Convention (ILO Conventions 100 and 111).
- Occupational Safety and Health Convention (ILO Convention 155).
- The Ten Principles of the UN Global Compact Framework (UN 2000).
- The Rio Declaration on Environment and Development (UN 1992).
- The Johannesburg UN World Summit on Sustainable Development (UN 2002).

Internal CENTOR Reference

- Membership Agreement
- Supply Agreement
- Distribution Agreement
- Bi-lateral Distribution Agreement