



ACN 602 638 531

Code of Conduct

Purpose

The purpose of this Code of Conduct for the directors, management and employees of BauMart Holdings Limited ACN 602 638 531 (**BauMart** or the **Company** and, together with its controlled entities, the **Group**) is to ensure that they have a clear understanding of BauMart's expectations of their conduct.

The conduct of the Board is governed by the Constitution of BauMart, the Board Charter and various other charters and policies, copies of which are available on the Company's website: www.baumart.com.au.

Responsibilities

Directors, management and employees of BauMart must comply with the following requirements:

- (i) they must act honestly, in good faith and in the best interests of the Company as a whole;
- (ii) they have a duty to use due care and diligence in fulfilling their role and exercising powers attached to that role;
- (iii) each director and officer must use the powers of office for a proper purpose, in the best interests of the Company as a whole;
- (iv) each director and officer must recognise that the primary responsibility is to the Company's shareholders as a whole but should, where appropriate, have regard for the interests of all stakeholders of the Company;
- (v) each director and officer must not take personal advantage of the position of director or officer;
- (vi) they must not make improper use of information acquired in their role;
- (vii) they must not allow personal interests to conflict with the interests of the Company;
- (viii) each director and officer has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board and committees of the Board;
- (ix) confidential information received in the course of the exercise of their duties remains the property of the Company from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by that Company, or the person from whom the information is provided, or is required by the law; and
- (x) they have an obligation, at all times, to comply with the spirit as well as the letter of the law and with the principles of this Code of Conduct.

Compliance with Corporate Governance Practices and Documents

Compliance with this Code of Conduct is mandatory. In addition, where applicable, each director, officer and employee of the Company must comply with all corporate governance practices and documents established and approved by the Board of BauMart from time to time, including:

- (i) the Constitution of BauMart;
- (ii) Board Charter;
- (iii) Audit and Risk Committee Charter;
- (iv) Continuous Disclosure Policy;
- (v) Shareholder Communication Policy;
- (vi) Risk Management Policy; and
- (vii) Securities Trading Policy.

Any director or officer who does not comply with this Code of Conduct will be considered to have engaged in serious misconduct which may result in the termination of their engagement by the Company.



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Reporting of Unlawful or Unethical Behaviour

Directors, officers and employees are encouraged and permitted to report any behaviour, practice or activity which they believe in good faith is:

- unethical or improper conduct;
- financial malpractice, impropriety or fraud;
- a breach of laws or regulations; or
- manipulation of the external audit process, including non-disclosure of information,

to the Chairman (or equivalent) of the Board.

BauMart will, as far as it is able, protect the confidentiality of the complainant. The Company will ensure that any director, officer or employee making such a complaint in good faith will not be mistreated, disadvantaged in their position with BauMart or intimidated.

Review of Code of Conduct

The Board will review this Code of Conduct from time to time to ensure it remains consistent with the Board's objectives and responsibilities.

Publication of Charter

This Code of Conduct will be available on the Company's website.

Approved and adopted

This policy was approved and adopted by the Board on 12 May 2015.