

Code of Conduct

SG Fleet Group Pty Limited
ABN 40 167 554 574

Adopted by the Board on 26 August 2024

26 August 2024

Dear Colleague

The success of SG Fleet Group Pty Limited and its subsidiaries (“SG Fleet”) is dependent on the knowledge, experience and talent of our employees, the strength of our management team, the quality of our business strategy and our compliance with the highest standards of corporate conduct, ethics and governance. We are constantly working to reinforce and communicate our values to our employees, shareholders, customers, suppliers and other stakeholders.

The Board of Directors believes it is important to provide a clear set of values that emphasise a culture encompassing strong corporate governance, sound business practices and good ethical conduct. The Code of Conduct has been prepared for the guidance and benefit of all people employed, contracted by, associated with, or acting on behalf of SG Fleet.

The Code of Conduct reflects the core values that drive our behaviour and aspirations:

- Innovation – reinvent & disrupt, create the initiative
- Collaboration – build relationships and support others
- Excellence – delight our customers and be business savvy
- Trust – be honest & authentic and empower

You are required to read and be familiar with the Code of Conduct. The Board of Directors will adhere to the values and standards in the Code of Conduct and expect all employees and contractors to do the same. By doing so, we can be proud of our individual and collective achievements and ensure that SG Fleet maintains a reputation for the highest standards of business conduct, professionalism and integrity.

We appreciate your support.

Yours sincerely

Robbie Blau
Chief Executive Officer

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Part A – scope and application

1. Purpose of the Code

SG Fleet is committed to a high level of integrity and ethical standards in all business practices. Employees must conduct themselves in a manner consistent with current community and SG Fleet's standards and in compliance with all relevant legislation.

The Code of Conduct outlines how SG Fleet expects its representatives to behave and conduct business in the workplace on a range of issues. It includes legal compliance and guidelines on appropriate ethical standards.

The objective of the Code of Conduct is to:

- provide a benchmark for professional behaviour throughout SG Fleet;
- support SG Fleet's business reputation and corporate image within the community; and
- make Directors and employees aware of the consequences if they breach the policy.

We regularly monitor and test our policies under this Code of Conduct to ensure our commitments remain relevant, effective and consistent with our stakeholders' expectations.

While the Code of Conduct is designed to ensure SG Fleet delivers on its commitment to corporate social responsibility and sustainable business practice, it does not create any rights for any employee, client, customer, supplier, competitor, security holder or any other person or entity.

2. Who the Code applies to

All employees of SG Fleet must comply with the Code of Conduct. For the purpose of the Code of Conduct, the term 'employees' refers to all employees, Directors and contractors of SG Fleet.

The Code of Conduct applies to all business activities with suppliers, contractors, customers, shareholders and employees in Australia and overseas.

Responsibility lies with every person covered by the Code of Conduct to conduct themselves in accordance with the Code of Conduct.

The Code of Conduct should be read in conjunction with other SG Fleet policies, procedures and standards that may apply to all parties identified above.

Some employees may also have additional responsibilities relating to the Code of Conduct (see below).

Position	Responsibility
Employee	<p>It is the employee's responsibility to:</p> <ul style="list-style-type: none">• comply with the Code of Conduct;• act at all times in the best interests of SG Fleet, with strict integrity and according to legal and approved Company business practices; and• raise any concerns or issues with their Manager.
Manager	<p>It is a Manager's additional responsibility to:</p> <ul style="list-style-type: none">• communicate the Code of Conduct to employees;• take a leadership role in observing and promoting the behaviour and standards in the Code of Conduct and related policies; and• take immediate action where an employee reports a potential breach of the Code of Conduct, or where the Manager observes a potential breach.
People & Culture	<p>It is the responsibility of People & Culture to:</p> <ul style="list-style-type: none">• conduct preliminary investigations in relation to potential breaches of the Code;• review and recommend updates of the Code of Conduct and related policies as required; and• conduct regular training on the Code of Conduct for employees.
Audit, Risk and Compliance Committee	<p>It is the responsibility of the Audit, Risk and Compliance Committee to:</p> <ul style="list-style-type: none">• review and discuss with management the overall adequacy and effectiveness of monitoring SG Fleet's legal, regulatory and ethical compliance programs;• review SG Fleet's policies and culture with respect to the establishment and observance of appropriate ethical standards (including the Code of Conduct); and• review SG Fleet's Policy & procedures to ensure compliance with laws and regulations (particularly those which have a major potential impact on SG Fleet).

3. How the Code interacts with other policies

The Code of Conduct should be read in conjunction with all other relevant policies including but not limited to:

- Continuous Disclosure Policy;
- Dealing in Securities Policy;
- Australia Whistleblowing Policy and UK Whistleblowing Policy ;
- Anti-Bribery and Corruption Policy;
- Anti-Money Laundering and Counter-Terrorism Financing Program; and
- SG Fleet's Privacy policies.

Copies of relevant SG Fleet's policies are available on SG Fleet's intranet, the corporate website or by contacting the compliance team.

SG Fleet continually assesses and upgrades its policies and procedures to ensure compliance with corporate governance requirements. You will be notified of any material changes to the policies and procedures that are relevant to your role.

4. What to do if you suspect the Code has been breached

You are encouraged to report any behaviour or situation which you genuinely believe breaches or potentially breaches the Code of Conduct, policies or the law to your Manager, a Whistleblower Protection Officer or the STOPline Whistleblower Hotline, according to SG Fleet's *Whistleblowing Policy*.

5. Consequences of breaching the Code

It should be clearly understood that any breach of the Code of Conduct may result in disciplinary action or other penalties including, dismissal or termination of the contract or engagement, or reporting to law enforcement agencies depending on the nature of the breach.

SG Fleet will act objectively and in accordance with any applicable provisions or requirements in an employment contract.

SG Fleet reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law.

6. Who to speak to if you have questions

The Code of Conduct does not include:

- every ethical issue that an employee might face; nor
- every law and policy that applies to SG Fleet.

SG Fleet’s core Values provide a framework for our everyday business interactions and decisions, while providing a supportive, positive and dynamic workplace environment and placing importance on the achievement of work/life balance. In representing SG Fleet, you are expected to act in a manner consistent with SG Fleet’s core Values and principles of:

Value	Descriptor	Behaviours
Innovation <i>Cultivate Ideas</i>	Reinvent & Disrupt	<ul style="list-style-type: none"> Challenge the status quo Continuous Improvement Mindset Embrace the unknown
	Create the Initiative	<ul style="list-style-type: none"> Put your hand up and be a champion of change Be Bold. Be Brave Drive the Right things forward
Collaboration <i>Working Together</i>	Build Relationships	<ul style="list-style-type: none"> Listen Build relationships with all stakeholders Embrace inclusivity and diversity Work to a common goal
	Support Others	<ul style="list-style-type: none"> Teamwork Encourage cross team relationships Share knowledge
Excellence <i>Customer First</i>	Delight our customers	<ul style="list-style-type: none"> Always keep our customers front of mind Take responsibility, find a solution Go the extra mile Know your customer
	Be Business Savvy	<ul style="list-style-type: none"> Be curious about our business and industry Find better ways to do things Optimise, Standardise, then Automate or Digitise
Trust <i>Integrity. Ownership & Accountability</i>	Be Honest & Authentic	<ul style="list-style-type: none"> Have a genuine care for others Act with integrity and fairness Have the courage to say what needs to be said (respectfully) Communicate with honesty and act with empathy
	Empower	<ul style="list-style-type: none"> Assume the best in people Actively seek new ways to grow and be challenged

Living up to our Values and principles of conducting business helps us to be a socially responsible company and continue to build a business of which we are, and can remain, proud . If you have any questions regarding the Code of Conduct or any of SG Fleet’s policies at any time, you should contact your Manager or People & Culture.

Similarly, if you believe that the application of the Code of Conduct in a particular circumstance would be inappropriate or detrimental to SG Fleet, you must contact People & Culture to ask for clarification or request that an exception be made.

Part B – Your Obligations

1. Compliance with laws and regulations

You should be aware of, and comply with, your duties and obligations under all applicable laws and regulations relating to your work.

We encourage you to:

- actively understand the laws that affect or relate to SG Fleet’s operations;
- undertake or attend training required by SG Fleet to maintain your knowledge of the laws and regulations, as well as to increase your awareness of relevant legal and industry developments. In some cases, including with respect to Anti-Money Laundering and Counter-Terrorism Financing, you are required to undertake this training to enable SG Fleet to comply with its legal obligations; and
- interpret the law in a way that reinforces SG Fleet’s reputation for integrity.

If you have a question as to whether particular laws apply or how they may be interpreted, please contact SG Fleet’s Legal Team.

2. Fair trading and dealing

SG Fleet aims to maintain a high standard of ethical behaviour in conducting business and to behave with integrity in all dealings with customers, shareholders, government, employees, suppliers and the community.

When dealing with others, you must:

- perform your duties in a professional manner;
- behave respectfully towards colleagues and stakeholders both internally and externally;
- act with the utmost integrity, honesty and objectivity; and
- strive at all times to enhance SG Fleet’s reputation and performance.

You are encouraged to familiarise yourself with the legal requirements applying to fair trading and dealing, and to undertake training or attend seminars to develop and maintain your knowledge so that you can act in accordance with those requirements.

If you have a question or wish to report a breach of fair dealing requirements, please contact SG Fleet's Legal or People & Culture team as appropriate.

3. Conflicts of interest

You are responsible for notifying SG Fleet of any conflicts of interest (actual or potential). If you are concerned that you may have a conflict of interest you should disclose that interest and discuss the matter with your Manager or People & Culture.

3.1. What is a conflict of interest?

A conflict of interest exists where loyalties are divided.

You may have a conflict of interest if, in the course of your employment or engagement with SG Fleet:

- any of your decisions lead to an improper gain or benefit to you or your associate; or
- your personal interests, the interests of an associate, or relative, or obligation to some other person or entity, conflict with your obligation to SG Fleet.

The following are some common examples that illustrate actual or apparent conflicts of interest that you must avoid. The examples are intended to be a guide only and are not exhaustive.

3.2. Improper personal benefits

Conflicts of interest can arise when you or a member of your family receive improper personal benefits as a result of your position. You and your relatives should not give unreasonable gifts to, or receive unreasonable gifts from, SG Fleet's customers or suppliers or others with whom SG Fleet interacts.

We encourage you not to accept a gift (of any kind or value) in circumstances where your business judgment might appear to have been compromised, or where you or SG Fleet would be embarrassed if the gift was made public.

Read and become familiar with SG Fleet's detailed Anti-Bribery and Corruption Policy. If you are in doubt as to the appropriateness of a gift, please check with People & Culture.

3.3. Financial interests in other businesses

You should avoid having a significant ownership interest or personal financial interest in any other enterprise if that interest compromises or appears to compromise your loyalty to SG Fleet.

You must disclose all personal financial interests that you or members of your family have in organisations that have established, or are attempting to establish, a business relationship with SG Fleet or that compete with SG Fleet.

Personal financial interests include, among other things, interests resulting from the following relationships:

- officer, director, employee or independent contractor;
- ownership of shares or other equity interest;
- debtor or creditor (other than in respect of personal financing arrangements with a recognised financial institution, such as mortgages); or
- lessee or lessor.

Ownership of less than one percent of the common or ordinary shares in an entity is not normally considered a conflict.

If you have any doubt about personal financial interests, please contact People & Culture.

3.4. Corporate opportunities

You must not take advantage of property, information, or other opportunities arising from your position in SG Fleet.

For example, if you learn of a business or investment opportunity through the use of corporate property or information or your position within SG Fleet, you should only participate in the business or make the investment with written approval from the Company Secretary or General Counsel. As a general principle, you should only participate in a joint venture, partnership or other business arrangement with third parties with written approval from the Company Secretary or General Counsel.

3.5. Conflict of interest arising from a personal relationship

Employees who have the responsibility for or authority to affect the careers or employment of other employees should perform their functions free from any conflict of interest arising from a personal relationship.

For example, a conflict of interest will arise from a personal relationship if you have a family, business or personal relationship (including a personal financial interest, sharing living quarters or a romantic relationship) with any other employee within SG Fleet and that relationship causes, or might reasonably be anticipated to cause, an inability on your part or their part to perform responsibilities objectively and impartially as far as the other party to the relationship is concerned.

A conflict of interest may also arise between an employee and a person working for a supplier, competitor or customer. For example, if an employee of SG Fleet is in a relationship with or is a

family member of an individual working for a customer or supplier and this individual can influence the services provided to SG Fleet or vice versa.

3.6. Conflict of Interest arising from entities holding an AFS License and its authorised representatives

Some companies in the Group have specific regulatory obligations in relation to conflicts of interest arising out of the nature of the business conducted and licensing obligations arising out of financial products and services provided by these companies.

A conflict of interest arises for these companies within the Group that are Australian Financial Service (AFS) licensees (or its representatives) in circumstances where some or all the interests of their clients to whom the company provides financial services or products are inconsistent with, or diverge from, some or all the interests of the company or its representatives.

nlc Insurance Pty Ltd and Vehicle Insurance Underwriters Pty Ltd are entities within the Group that hold an AFS license and SG Fleet Australia is an authorised representative of the nlc Insurance license. Conflicts related to the financial services provided under these arrangements are to be dealt as per the AFS and AC Licenses Conflicts Management Procedure.

3.7. Outside memberships, directorships, employment and public office

SG Fleet supports involvement of its employees in community activities and professional organisations. However, outside employment or activity must not conflict with an employee's ability to properly perform their work for SG Fleet, nor create a conflict (or the appearance of a conflict) of interest.

Before accepting outside employment or a position on the board of directors of another company or non-profit organisation, you must carefully evaluate whether the position could cause, or appear to cause, a conflict of interest. If there is any question, please contact either the Company Secretary or General Counsel.

You must also obtain prior written consent from the Company Secretary or General Counsel where the proposed employment or position relates to an outside organisation that has or seeks to have a business relationship with SG Fleet or competes with services provided by SG Fleet. In the case of the Directors of the Board of SG Fleet, each Director must obtain approval from the Chairman of the Board prior to accepting a position on the board of directors of another company or not-for-profit organisation.

You may accept public office or serve on a public body in your individual private capacity (but not as a representative of SG Fleet) by obtaining prior written consent from the General Counsel. If such public office would require time away from work, you must comply with SG Fleet policies regarding leave of absence and absenteeism.

3.8. Use of SG Fleet's name

It is Company policy to make available to all employees any discounts with suppliers or other businesses that may be passed on to employees. However, you may not use SG Fleet's name or purchasing power to obtain personal discounts or rebates unless the discounts or rebates are made available to all employees.

3.9. Reporting a conflict of interest

Any conflict of interest identified are to be reported through the conflict-of-interest tile in the Group's intranet

4. Improper use or theft of Company property, assets and email

We are committed to protecting customer, business partner and employee data, together with any SG Fleet business data with the highest standards of security by compliance with our applicable policies, our security and privacy standards and with applicable security and privacy laws and regulations.

You are responsible for protecting any SG Fleet property and assets that are under your control and you should safeguard them from loss, theft and unauthorised use.

Company property and assets include, but are not limited to, cash, securities, business plans, customer/third party information, intellectual property (including computer programs, software, models and other items), confidential information, office equipment/systems and supplies.

You must not:

- use Company assets for any unlawful purpose or unauthorised personal benefit;
- remove Company property and documents from official premises without a good and proper reason. If required to be removed, they should be stored in a secure manner and covered by appropriate insurances; and
- make improper disclosure, including inadvertent or careless disclosure, of competitive business strategies and plans, special methods of operation and other information that is of competitive value to SG Fleet. If you are unsure whether information is of a confidential nature, seek advice from your General Manager before disclosure.

As set out in SG Fleet's Acceptable Use Policy and Information Security Policies Summary, you are encouraged to use common sense and observe standards of good taste regarding content and language when creating documents that may be retained by SG Fleet or a third party. SG Fleet electronic communications systems should not be used to access or post material that violates SG Fleet policies or any laws or regulations. Personal non-business use of SG Fleet's electronic communications systems must also be consistent with the Acceptable Use Policy and the policies enlisted in the Information Security Policies Summary Ensure that you are aware of the requirements of and act in accordance with the Acceptable Use Policy and Information Security Policies.

5. Privacy

SG Fleet respects your privacy and the privacy of others.

You should familiarise yourself with, and comply with:

- the privacy laws applicable to your jurisdiction;
- the SG Fleet Group Personal Data Protection Policy; and
- SG Fleet's privacy policies,

which detail the appropriate use of personal information and explain how SG Fleet deals with personal information.

If you have any questions in relation to privacy, please contact SG Fleet's Legal Team.

If you become aware, or suspect, that a breach of privacy has occurred, you must immediately alert your line manager in the first instance and follow the processes set out in SG Fleet's Data Breach Response Procedure, which can be found on the intranet.

6. Public communications and disclosures

You are responsible for the integrity of the information, reports and records under your control and you are expected to exercise the highest standard of care in preparing materials for public communications.

Those documents and materials should:

- comply with any applicable legal requirements;
- fairly and accurately reflect the transactions or occurrences to which they relate;
- not contain any false or intentionally misleading information, nor intentionally misclassify information; and
- be in reasonable detail and recorded in the proper account and in the proper accounting period.

Media statements and official announcements may only be made by persons authorised under the Continuous Disclosure Policy and Attachment 3 of the Continuous Disclosure Policy, the Media Relations Policy. If you receive a request for information and you are not authorised to respond to the enquiry, refer the request to the Corporate Services & Investor Relations Executive. Unless the CEO has given prior written consent, SG Fleet employees and associated parties must not participate in public forum discussions (including internet-based forums) where the subject matter is related to SG Fleet, its competitors or the industry in which SG Fleet operates.

SG Fleet has adopted the Continuous Disclosure Policy as a means of ensuring compliance with its disclosure and communication obligations under the Corporations Act 2001 (Cth) and the ASX Listing Rules. The aim of the Continuous Disclosure Policy is to keep the market fully aware of information that may have a material effect on the price or value of SG Fleet's securities, and to correct any material mistake or misinformation in the market.

Ensure that you are aware of the requirements of the Continuous Disclosure Policy and, if it applies to you, you must act in accordance with the policy.

7. Employment practices

7.1. Discrimination, Bullying, Harassment and Sexual Harassment Prevention Policy

SG Fleet is committed to:

- equal employment opportunity;
- compliance with the letter and spirit of a full range of fair employment practices and anti-discrimination laws; and
- a workplace free from any kind of discrimination, harassment or intimidation of employees.

SG Fleet's Discrimination, Bullying, Harassment and Sexual Harassment Prevention Policy can be found on the intranet. All employees of SG Fleet are expected to be familiar with this policy.

SG Fleet will promptly investigate all allegations of harassment, bullying, victimisation or discrimination and will take appropriate corrective action. Retaliation against individuals for raising claims of harassment or discrimination will not be tolerated.

7.2. Workplace Health and Safety

SG Fleet is committed to maintaining a healthy and safe working environment for its employees. All appropriate laws and internal regulations (including workplace health and safety laws) should be fully complied with. All people have obligations to assist in ensuring that this situation is maintained at all times.

Misusing controlled substances or alcohol or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs on the job will not be tolerated.

You should familiarise yourself with SG Fleet's workplace health & safety policies and all relevant procedures to ensure the workplace is safe and without risk to the health of others and yourself. You should follow any lawful and reasonable instructions consistent with those policies and procedures.

7.3. SG Fleet's reputation

Employees must not act in any way that could cause harm to SG Fleet's reputation or market position during or after their employment. Employees have a duty to act in a manner that merits the continued trust and confidence of the public.

7.4. Securities trading

SG Fleet is committed to upholding fair and ethical securities trading practices complying with all laws and avoiding any conflicts of interest.

Employees must not:

- use any price-sensitive information (information that is not generally available to others) in deciding whether or not to buy or sell SG Fleet’s securities;
- deal in SG Fleet’s securities when in possession of price sensitive information about SG Fleet or any group company that has not been publicly disclosed; and
- act contrary to SG Fleet’s Dealing in Securities Policy (which provides guidance on when employees are likely to possess price sensitive information).

You should familiarise yourself with SG Fleet’s Dealing in Securities Policy and ensure you act in accordance with it in conducting any dealing in SG Fleet’s securities.

7.5. Bribes, inducements and commissions

You must not pay or receive any bribes, facilitation payments, inducements or commissions (this includes any item intended to improperly obtain favourable treatment or avoid unfavourable circumstances). SG Fleet has an Anti-Bribery and Corruption Policy in place. Ensure that you are aware of the requirements of and act in accordance with the Anti-Bribery and Corruption Policy.

You must not give or receive any unreasonable gifts (see section 3 of this Part B – ‘Conflicts of interest’) or otherwise act in an unethical way. Remember that agreeing not to act may have the same ramifications as acting in an unethical way.

7.6. Anti-money laundering and counter-terrorism financing

You must comply with SG Fleet’s Anti-Money Laundering and Counter-Terrorism Financing Program, this includes undertaking any anti-money laundering and counter-terrorism financing training that applies to your role.

SG Fleet has established an e-training module for the delivery of anti-money laundering and counter-terrorism financing awareness training. This training module must be completed within 8 weeks of commencing your employment with SG Fleet and at least annually after that.

SG Fleet’s Anti-Money Laundering and Counter-Terrorism Financing Program has specified some roles in SG Fleet as “high risk”. If you are in a high-risk role, you will be required to undertake additional training on a periodic basis.

If you are in a role that is responsible for completing processes mandated by SG Fleet’s Anti-Money Laundering and Counter-Terrorism Financing Program, you may also be required to undertake role-based training relating to those processes.

8. Community

8.1. Contribution to the community

SG Fleet is a responsible corporate citizen and actively supports the communities in which we live and work. Each employee is expected to uphold SG Fleet's commitment to pursue good corporate citizenship while engaging in its corporate activity.

You must abide by all local laws and regulations, and are expected to respect and care for the environments in which SG Fleet operates.

As a member of the Australian Fleet Management Association (AFMA), SG Fleet employees, Directors and officers must also observe AFMA's Code of Practice which can be found at www.afma.org.au

SG Fleet supports and encourages you to actively contribute to the needs of the community. If you wish to make such a contribution (such as donations or sponsorship) on behalf of SG Fleet, please contact the Marketing team.

8.2. Environment

As part of an overall ESG Strategy, SG Fleet is committed to doing business in an environmentally responsible manner and identifying environmental risks that may arise out of its operations.

If you are aware of, or suspect an action that is not environmentally responsible or in breach of the applicable laws and regulations, report the matter in accordance with section 4 of Part A – 'What to do if you suspect the Code has been breached'.

8.3. Politics

You may voluntarily participate in the political process as an individual. We ask that you do not engage in actions that could cause someone to believe that your actions reflect the views or position of SG Fleet.

It is against SG Fleet policy to use corporate funds for political purposes. This policy does not prohibit:

- communications by SG Fleet to its shareholders on any lawful subject;
- payments of salaries and expenses of employees whose duties may include communication with government officials;
- membership of, or involvement in the activities of, associations (for example industry associations) that engage in lobbying or similar activities; or
- political activity by any employee in his or her individual, private capacity. However, to eliminate any appearance of coercion in such political activities, it is against SG Fleet policy for any manager or team leader to solicit funds from a subordinate for political purposes.