Policy:	Code of Conduct
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Supersedes:	All previous Modern Star Group Code of Conduct Policies/ Statements
Authorised by:	CEO
Location:	HR Manual

Philosophy:
The Modern Star Group ("Modern Star" or "the Company") is committed to conducting its business to the highest standards of ethics, integrity, and behaviour when dealing with its clients, customers, suppliers, other business partners and team members.

This policy ensures compliance with Australian and New Zealand's workplace legislative framework including employment, human rights and anti-discrimination legislation, such as, but not limited to; Australian state and federal human rights and anti-discrimination legislation*, the Fair Work Act 2009, and Fair Work Amendment laws, Australia, the Employee Relations Act 2000, and Amendment Acts, Human Rights Act 1993 and Harassment Act 1997, New Zealand and New Zealand and Australia's Work, Health & Safety laws.*

However, the Australian and New Zealand workplace legislative framework incorporates elements of global best practice that can be applied to locations internationally, such as Singapore and Hong Kong in conjunction with local and relevant legislation. Singapore and Hong Kong team members should refer to Appendix Singapore and Hong Kong Legislation for details of their local, relevant legislation.

The Company aims to create a safe, supportive and productive environment and ensure all team members and representatives of the Company behave appropriately and practice standards of professional and personal conduct that are consistent with Modern Star's standards and values. It aims to ensure both internal and external parties connected with the workplace are treated with respect, dignity and fairness, promoting positive working relationships and upholding and enhancing the Company's reputation within the business community.

This policy and procedure sets out the types of behaviours and conduct which are required to support the Company's legal, moral and ethical standards and those behaviours and conduct which are not tolerated and establishes procedures for addressing unacceptable behaviour or conduct.

Scope:
This policy and procedure applies to employees, consultants, contractors (temporary or otherwise), work experience students and agents of the Modern Star Group across all locations, including but not limited to offices, shops, warehouses, factories. For the purpose of this policy the term 'representative' will refer collectively to contractors, consultants and agents.

This policy and procedure is not limited to the workplace or working hours and will include any place where work is carried out for the Company and any place where a worker goes or is likely to be while at work or in connection with a person's employment.

Policy Statement:
The Code of Conduct outlines the required standard of acceptable conduct and behaviour that is expected of all team members and representatives in the performance of their duties and interactions in the workplace. This required standard of acceptable conduct and behaviour is fundamental to Modern Star building healthy and positive relationships with its external business partners, clients, customers and internal team interactions. It supports Modern Star's ability to operate with integrity and professionalism within the business community.

The Code of Conduct is not intended to provide a detailed and exhaustive list of what to do in every aspect of work. Instead, it represents a broad framework that will help guide conduct and behaviour in the performance of duties and interactions in the workplace. This policy and procedure operates alongside many other associated Company policies and procedures, contained in the HR policies and procedures manual and an employee's contract of employment/ employment agreement or representative's service agreement which should be read in conjunction with this policy.

Standards of Conduct
The required standards of behaviour and conduct that are expected of all team members and any person representing the organisation, such as contractors, consultants or agents are outlined below. Similar behavioural code of conduct terms are to be incorporated into suppliers and other business partners contracts of business:

Personal and Professional Behaviour
All team members and representatives are expected to maintain a standard of professional behaviour that supports Modern Star's ability to achieve its business goals and operate successfully within the education resource and specialty retail business community.

Team members and representatives' personal and professional conduct must strive to create a harmonious, safe and productive workplace which models Modern Star's organisational values by:

- Acting in an ethical and compliant way in line with local legislation and Modern Star policies and procedures;

- Ensuring that work for Modern Star is carried out diligently, efficiently, economically and effectively, to the highest standard of quality and with the best knowledge and ability;
- Upholding the highest standards of honesty and integrity, exercising best judgment and making decisions ethically, fairly, without bias using all available pertinent facts in the interests of Modern Star;
- Performing at or above the Standards/ Responsibilities set out in Job Descriptions, Contracts of Employment/ Employment Agreements/ Service agreements/ Business Contracts;
- Ensuring and maintaining punctuality and attendance and adhering to relevant policies for absence or lateness;
- Ensuring any public disclosure or communication made for or on behalf of Modern Star, by its directors, team members, consultants, contractors or agents is true, accurate, and not misleading in any way. Communication means all types and forms of communication, including but not limited to; emails, articles, reports, letters, brochures, any advertising material, telephone conversations, spoken word, blogs, tweets, texts or other social media, messaging, presentations, press releases, web content, etc.;
- Dressing in a manner appropriate to the environment and adhering to relevant policies, such as; customer facing roles ensuring that appearance is presentable, clean, neat and tidy and warehouse/ factory roles wearing any required protective clothing;
- Ensuring everyone within the business, such as but not limited to; business owners, senior management, managers, fellow team members, suppliers, agents, other business partners, clients and customers are treated with courtesy, respect and fairness. Where disagreements cannot be resolved, they should be addressed in line with Company Grievance and/or Disciplinary procedure;
- Respecting the right of suppliers, consultants, contractors, agents, business partners, clients and customers to privacy and similarly respecting the confidences shared by colleagues in the course of professional relationships and transactions;
- Selecting Modern Star suppliers and agents and other business partners in a transparent, fair and documented way based on skill and merit;
- All Modern Star directors, team members and representatives complying with all applicable competition and anti-trust laws;
- All team members and representatives complying with any local, applicable specific legislative, industrial or administrative requirements, all Modern Star's policies and procedures, rules and contracts, relevant to the person's position;
- All team members and representatives complying with all reasonable and lawful direction or instructions made or given in relation to duties, by the Company's Board or its delegates, such as, but not limited to directors and managers;
- Working in a safe and compliant manner, and observing all local, applicable work, health and safety rules and responsibilities;
- Reporting any incident or near miss immediately in line with the Company's hazard reporting procedures and any local Work, Health and Safety/ Worker's Compensation legislation;

- Not engaging in, authorising, colluding in or condoning fraudulent, dishonest behaviour or deception of third parties on behalf of or for Modern Star's benefit and protecting Modern Star from money laundering;
- Not practicing, condoning, facilitating or collaborating with any form of discrimination on the basis of race, colour, gender, sexual orientation, age, religion, national origin, marital status or other conditions or status or harassing behaviour towards, managers, team members, consultants, contractors, agents, suppliers, business partners, clients, customers or others in line with Company policies;
- Having regards for the protection of the environment and the wellbeing of the various communities in which Modern Star operates and considering sustainable products and services;
- Acting responsibly in the event of becoming aware of any unethical behaviour, wrongdoing or breaches of this or any Company policy by any other team member or representative and reporting such conduct or activities to the appropriate level of management in accordance with Modern Star's Whistleblower policy;
- Not acting in any capacity while under the influence of any mind-altering substance, including alcohol in line with relevant Company policies;
- Abiding by the relevant local Smoking legislation and Company guidelines;
- Not engaging in any level of willful misconduct in line with relevant Company policies;
- Not possessing firearms or weapons of any kind on Company property; and
- Adhering to any post-termination restraint within an individual's contract of employment/ employment agreement/ service agreement/ business contract.

Use of Company Information

All team members and representatives must maintain during employment and after termination of employment, the confidentiality of any confidential information, records or other materials acquired during the course of employment in line with Company policies. This includes, but is not limited to:

- Protecting confidential information;
- Only accessing confidential information when it is required for work purposes;
- Not using confidential information for any unofficial or non-work purposes;
- Only releasing confidential information if:
    - Required to do so by law;
    - Appropriate authority has been granted to release the information;
    - The information is officially available to the public and is released in accordance with Modern Star's procedures.
- Returning any confidential information, documents, equipment or software (including any computer information) on termination of employment and deleting/erasing any confidential information recorded (video tape, computer information or software) at the Company's request in such manner it cannot be retrieved;
- Notifying the IT department immediately if your Company device (mobile phone, laptop iPad) has been lost or stolen;

Confidential information includes but is not limited to:

- Any information specifically designated as confidential by the Company or the Company's clients:
    - Trade secrets and intellectual property;
    - Customer and supplier lists and information;
    - Contractual, technical and production information;
    - Marketing plans and budgets;
    - Costing and price information, including pricing, credit policies, credit procedures, payment policies, payment procedures and systems; or
    - Notes and developments regarding confidential information.

Conflicts of Interest

For the duration of employment/ work with Modern Star team members and representatives must not be engaged by or have a direct or indirect interest in any other business, person, company or partnership whose interests are in, or may come into conflict with the Company's or the Company's clients' interests without first obtaining written permission.

A conflict of interest is any relationship, influence or activity which may impair the ability to make an objective decision when performing in a job. Relationships include but are not limited to: personal relationships, employments, directorships, shareholdings, voluntary work, political engagement or association memberships. Even the appearance of a conflict of interest can seriously damage Modern Star's reputation**.** Therefore, team members and representatives should declare to the Company;

- Any close personal relationship with a team member;
- Any personal relationships with suppliers, agents, other business partners, clients or customers including after-hours and through the use of digital and social media;
- Any relationship that may cause a conflict of interest or impair the ability to make objective and fair decisions when performing in their role;
- Any dealings with Government officials or their family; or
- Any listed company shareholding over 5% or private company shares over 20%.

Where a team member or representative has a pre-existing relationship with suppliers, agents, other business partners, clients or customers that has been disclosed to and approved by the Company, they must ensure that they do not disclose any information obtained through their employment with Modern Star to that person/s and that the relationship does not directly or indirectly compromise the performance of their duties or conflict with interest of Modern Star at any point in time.

Furthermore, where a team member is involved in a decision relating to the selection, appointment or promotion of a person with whom they share a personal relationship, for example a family member, it must be immediately declared prior to the decision being made.

Team members and representatives must not use their position to promote personal, political, religious or business loyalty.

Use of Modern Star Resources

All team members and representatives must abide by the following;

- All Company Modern Star equipment, information, IT systems and equipment including, but not limited to; laptops, tablets, desktop computers, mobile and desk top telephones, electronic devices, and internet facilities, supplies and property (including intellectual property), materials, resources should be used appropriately, in line with applicable local legislation, Company policies and guidelines, training and/or manufacturer's guidelines;
- Modern Star equipment, funds, facilities and other resources are to be used effectively, economically, carefully and for the benefit of Modern Star;
- Team members and representatives are prohibited from using Modern Star's premises, time, facilities or IT system for the promotion of personal business interests or those of any person other than the Company;
- All equipment issued and documentation entrusted must be taken reasonable care of and secured whilst working on Company's premises or any premises of a third party. This includes, but is not limited to, dictation equipment, mobile phones, computers, vehicles, security passes and confidential documentation. Any losses must be reported to the team member's direct manager immediately;
- Personal belongings and personal cash bought into a work environment should be kept to a minimum and must be taken care of and secured. Any requirement to bring in high value of cash or valuable items must be reported to the direct manager. The Company will not accept liability for personal property that has been lost or damaged and it is the responsibility of team members to safeguard their personal belongings;
- Unless used for authorised work purposes, during working hours, personal devices are to be stored discreetly and only to be answered during work hours in the event of an important call/ message being received and then the call/message must be kept to the point and short. The company will not accept liability for personal property that has been lost or damaged;
- Cash, equipment, manuals, stationary, product or any other property must not be loaned or removed from the company premises unless approved by the Company;
- Personal use of telephones, computers, faxes, photocopiers or similar equipment is acceptable and on the understanding that it is reasonable and responsible, not excessive and conforms with Company policies;
- Measures must be taken to maintain a clean and secure desk, the shredding of hard material when no longer needed and securing company devices such as laptops, USBs, etc.;
- Any broken equipment/ materials should be reported immediately as a hazard/maintenance issue in line with the Company's local hazard reporting procedure;
- Company credit/fuel cards should be used appropriately for business use in line with the relevant procedure;
- Relevant, local Company discount guideline/policies and procedures must be adhered to.
- Any misuse of Modern Star resources and/or associate policy and procedure must be reported in line with the relevant policy;

- On termination of employment or work contracts all Company property in the team member or representative's possession or control, including any confidential information, documents, equipment/ devices or software and keys or access cards must be returned to the Company.

Intellectual Property

The Company owns all intellectual property (including any patent, trademark, design or copyright work) that is developed in the course of or arising out of work with the Company. Full right, title and interest in and to intellectual property created will vest in the Company immediately upon creation and remains after employment/ contracts ends.

All team members and representatives of Modern Star have a duty to protect any Intellectual Property from unlawful use or disclosure.

Intellectual Property means but is not limited to; inventions (patents), rights in computer software, database rights, rights in confidential information (including know-how and trade secrets) copyright and related rights, trademarks, trade names, service marks and domain names, (registered/unregistered) and all similar rights of protection.

Team members and representatives must not make use of or reproduce any intellectual property owned by the Company without the Company's prior written approval, other than in the proper performance of duties.

Communication/ Information Systems

In line with Modern Star policies including but not limited to the Internet, Email and Company Devices and Social Media policies;

- All business communication should be conducted via official business channels. Business phones, business email addresses and business letterhead should be used for all correspondence;
- Modern Star's email and Internet system must be used to conduct business for the company only and not for outside business or volunteer activities;
- Personal use of emails must be reasonable and responsible, not excessive and must conform with Company's guidelines/policies;
- Company communication systems are prohibited for commercial or personal advertisements, destructive programs (i.e. viruses and/or self-replicating code) or political material;
- No information transmitted through or stored on the Company's equipment is confidential or private to any team member;
- The Company's information systems must not be used in a way that may be considered: offensive, defamatory, obscene, pornographic, discriminatory, insulting, disruptive, abusive or threatening to any other person: misleading or deceptive representations on behalf of the Company or unauthorised representations or likely to give rise to any criminal penalty or civil liability;

- Team members or representatives are strictly prohibited from downloading any confidential or proprietary information from Company computers or tablets onto personal iPod/iPad or other portable music or storage device unless authorised by the Company;
- Programs installed on computers for work purposes, should not be copied for any purpose without permission from the IT Manager (unlicensed duplication or use of any software program is illegal and can expose team members and the Company to Civil and Criminal Liability under the copyright law);
- No programs, applications or software should be installed onto work computers without permission from the IT Manager;
- Company's communication systems are prohibited for sending chain mail, gambling, participating in on-line games, retrieving games or screen savers, joining a mailing list or chat group, posting messages to news groups, or engaging in on-line purchasing or selling (unless there is a business need to do so);
- Creating, sending, forwarding or exchanging email and material downloaded from the internet, that is based on race, gender, sexual preference or nationality: sexually explicit material or pornography: cartoons demeaning a person's physical disability or trait: over the internet/email to another person or team member in line with Company's Anti-Bullying, Discrimination and Harassment policies is strictly prohibited and illegal;
- The Company reserves the right of any person authorised by it to monitor any and all aspects of its computer system including, but not limited to, monitoring sites that team members visit on the internet, reviewing material downloaded or uploaded, and monitoring and opening email and attachments sent and received. All data created, stored, sent from or received on the Company's equipment/ devices by team members or representatives may be viewed by an authorised representative of the Company (including personal use).
- Due to nature of their work, Field Sales Representatives have additional restrictions related to Internet Usage. Please see Modern Star's Internet, Email and Company Devices policy and Additional Restrictions Appendix.

Politics

Modern Star team members or representatives must:

- Behave in an ethical, transparent and lawful way in all interactions with governments, their agencies and representatives;
- Not make political contributions or donations to an institution or charity which is closely linked to a political party or holds strong political views or cause;
- Not allow any use of material bearing Modern Star's name or logo to be used for political purposes or amounts from Modern Star accounts to be used for any form of political donation loans or other payments;
- Disclose if standing for public office or have a close relationship with a government official as may cause a conflict of interest.

We understand team members or representatives may be involved in political activities outside their employment, however directors, team members, consultants, contractors and agents of Modern Star must never give the impression they are representing Modern Star's view.

Public Comment

- Team members, contractors, agents, suppliers or other business partners must not make any unauthorised statements to the media about the Company's business;
- Requests for media statements should be referred to the CEO;
- Team members or representatives are not permitted to use official stationery for private correspondence or for purposes not related to official duties. This prohibition extends to the provision of references for current and/or former team members;
- Public comments (either verbal or written) made in a private capacity are not attributed as official comment of Modern Star;
- Any use of Social media for business purposes whether directly branded as Modern Star or a team member or representative wishing to comment on the organisation in any way, must first be discussed with the Marketing Manager and the content pre-approved before it is uploaded.

Acceptance of Gifts and Benefits

- Modern Star accepts gifting and hospitality as an appropriate business practice. However, discretion must be exercised, and anything given or received must not be lavish, extravagant or unreasonably costly;
- It is unethical for team members or representatives to solicit any gifts, benefits or additional money for themselves or other Modern Star team members/representatives;
- Team members and representatives should not exploit work relationships, suppliers, other business partners, clients or customers for personal or professional gain or profit;
- For the purposes of this policy, "gift" includes but is not limited to, substantial favours, money, credit, special discounts on goods and services, free services, loans of goods or money, excessive entertainment events, food or beverage or anything else of material value.
- Any gift or hospitality given or received for or on behalf of Modern Star must be disclosed to direct management;
- In line with Company policy all accepted gifts, benefits or hospitality, judged to exceed $200 in value, must be recorded on the Company's gifts register;
- Any gifts or hospitality in the form of cash, cash equivalent, loans or personal services must never be accepted or given;
- Under no circumstances are team members or representatives to accept gifts or benefits, or any inducement which might in any way obligate, compromise or influence Modern Star or that person in their official capacity;
- Any individual conducting business for or on behalf of Modern Star is strictly prohibited from offering, promising or paying a bribe to any third party (directly or indirectly) or requesting or accepting a bribe. Extra care should be taken when engaging with or conducting business with a Government Official. For these purposes 'bribe' means corruptly, improper soliciting, promising,

offering or accepting, anything of value including gratification, preference, money or gift to or from any individual or organisation as an inducement or reward to do, or not do any act in relation to a transaction, function or activity to gain or retain business advantage;

- Any knowledge or suspicion relating to acts of bribery, corruption or improper behaviour must be reported to the CEO and relevant authorities by any party.

Business/ Team Entertainment

Modern Star recognises that entertaining clients, suppliers and other business contacts is a common commercial practice and can have significant relationship benefits for the Modern Star Group. Modern Star also recognises the benefit of internal reward and recognition initiatives on team morale, engagement and performance.

Business or team entertainment must not be used as a substitute for business meetings that would ordinarily occur in the workplace.

Modern Star will reimburse entertainment expenses provided that the entertainment will directly benefit Modern Star or if it directly precedes or follows a substantial and bona fide business discussion for the purposes of obtaining income or another business benefit.

For substantial entertaining costs over $200 team members must document a clear business purpose for the event/expenditure and expected benefits of the expenditure which must be approved by their direct line manager **prior** to the expenditure.

Only nominated employees or representatives with the associated budget/role responsibility can incur or authorise business/team entertainment expenses. Such authorisation will be confirmed by a team member's direct manager.

Individuals responsible for making decisions concerning entertainment and hospitality expenditures should always use their judgment and common sense to ensure expenditure is an appropriate use of Company funds. This policy is not intended to be all-inclusive and cover every eventuality. Any questions about specific situations and proposed expenditure should be raised with the CFO.

Participants at entertainment events must be those participants who will make a positive contribution to the achievement of the intended business benefit.

Modern Star team member entertainment is permissible to celebrate or reward significant key achievements, milestones or events and include situations such as, but not limited to team lunches, or social events.

Expense Reimbursement

Reimbursement for business/team entertainment must be in accordance with the Company's Expenses and Reimbursement Procedure.

Business entertainment expenses include, but are not limited to, such items as the cost of meals and beverages, and the cost of transportation directly related to the above.

Subscriptions and Memberships

Subscriptions and Memberships are not reimbursable items. All company approved subscription and membership fees are budgeted items and are to be processed as standard accounts payable transactions with the normal manager approval and sign off.

Secondary Employment

- Modern Star team members and representatives (excluding senior executives) are permitted to engage in outside employment/contracts, provided that this employment/contract does not have a detrimental impact on their ability to meet the requirements of their role with Modern Star, adversely affect their work performance or give rise to a conflict or potential conflict of interest, such as when carrying out work for a business of a similar type;
- Before associating with or engaging in paid/unpaid work or activities that could potentially raise a conflict of interest, team members and representatives must seek written permission from a senior manager. Approval will not be granted where the secondary employment or activity participation involves or could involve a conflict of interest with Modern Star related duties or could reasonably be perceived to be a conflict of interest;
- Any pre-existing potential conflict of interest between work with Modern Star and involvement in an outside activity must be declared at the earliest opportunity, during recruitment or as soon as is reasonably practicable once a conflict becomes evident;
- Senior Executives are not permitted to engage in any secondary employment and must seek written approval from the Chairman of the Board before accepting any Directorships.

Responsibilities after Leaving Modern Star

- Team members or representatives must not disclose any official information after leaving Modern Star that was non-disclosable during their engagement in line with this policy;
- Former team members or representatives must not use or take advantage of, personal, confidential or official information that they have obtained during the course of their employment/work;
- Team members or representatives must be careful in their dealings with former team members and ensure they do not give them favourable treatment or access to personal, confidential or official Modern Star information;
- Team members or representatives must not use their position to advance their prospects for future employment or allow their work to be influenced by plans for, or offers of, external employment which would conflict or compromise in any way the best interests of Modern Star.

Responsibilities

Employees, Contractors, Consultants and Agents must:

- Be aware of and comply with the Code of Conduct;
- Report behaviour that may be contrary to the Code of Conduct and required standards of behaviour;
- Role model the required behaviours and standards identified in the Code of Conduct; and
- Model Modern Star's organisational values.

Managers must:

- Be aware of and comply with the Code of Conduct;
- Role model the required behaviours and standards identified in the Code of Conduct including through the day-to-day management of the team;
- Model Modern Star's corporate values;
- Ensure all team members, contractors, consultants and agents are aware of the conduct and behaviours expected of them as described in the Code of Conduct;
- Ensure all team members, contractors, consultants and agents have access to copies of the Code of Conduct and other relevant documents and policies;
- Take appropriate steps to resolve conflict that arises in the workplace to ensure a healthy and harmonious work environment; and
- Take appropriate action to address breaches of the Code of Conduct by team members, contractors, consultants and agents.

Complaints Procedure - Breaches of this Policy

Potential breaches of this policy may arise through, but not limited to behaviour/conduct issues experienced or observed by team members, representatives, direct managers, or triggered by workplace incidents. The approach and appropriate procedure will depend on the source, nature of the behaviour/conduct and seriousness or frequency.

Typically, the Grievance and/or Disciplinary Policy will apply (as contained in the HR policies and procedures manual). Behaviour and conduct issues can be dealt with informally or formally depending on the seriousness of the behaviour. In some instances, the alleged behaviour/ conduct may specifically relate to other policies such as Equal Employment Opportunity, Anti-Discrimination and Harassment, Anti-Bullying, Sexual Harassment or HR policies and therefore, the procedure contained within that particular policy may be more appropriate. Modern Star's complaint procedures for allegations of Sexual Harassment or Bullying have been adapted from the Company's Grievance Procedure to address the nature and seriousness of such behaviour. Management or HR can advise on how any alleged behaviour should be treated and the relevant policy and procedure.

Anyone who witnesses unreasonable behaviour should bring the matter to the attention of their direct manager or HR Manager as a matter of urgency.

Where after investigation, it is established that a team member has breached the Code of Conduct by letter or spirit and/or associated policies and procedures, they may be subject to disciplinary action, up to and including dismissal. In cases where the breach involves serious misconduct, this may result in instant dismissal. Established breaches by consultants, contractors or agents will lead to termination of contracts. In all cases where a breach of the policy involves a breach of any local law, the relevant government authorities or the police will be notified.

Application

As with all Modern Star Policies and Procedures, this policy must be complied with. However, it is not incorporated into an employee's contract of employment and may be amended from time to time.

Interpretation and Guidance

Team members and representatives must accept responsibility for their own actions. Where any doubt exists on the ethics of a proposed course of action, the advice of your direct manager or HR Manager must be sought.

In the event that any additional guidance and/or further interpretation is required relating this policy, please contact the Group HR Manager.