



Code of Conduct

1. INTRODUCTION

Prime Media Group and all of its subsidiaries (**Prime Media**) strives to act with honesty and integrity and to be a respected and valued operator in the broadcasting and regional media sectors and the communities in which we operate.

Prime Media places the utmost importance on maintaining our reputation as an organisation which operates legally and ethically and contributes economically and in other ways to society.

The board of directors of Prime Media (**Board**) has adopted this Code of Conduct to:

- maintain confidence in Prime Media's integrity;
- provide guidance on the standard of behaviour expected of Prime Media employees;
- ensure high ethical standards are maintained within Prime Media;
- ensure the reasonable expectations of Prime Media's stakeholders are met; and
- establish the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.

The Board and senior management of Prime Media are firmly committed to ensuring that all employees (including themselves) observe high standards of ethical behaviour and conduct and that the expectations of Prime Media's shareholders, employees, customers, suppliers, creditors, consumers and the broader community are met.

2. WHO THE CODE OF CONDUCT APPLIES TO

Unless stated otherwise, the provisions of this Code of Conduct apply to directors, executives and employees of Prime Media (**Prime Media personnel**). The Code of Conduct also applies to all others who work for, act on behalf of, or represent Prime Media, including contractors.

3. PRIME MEDIA'S OBJECTIVE

Prime Media's aim is to deliver outstanding value to our customers, Prime Media personnel and other key stakeholders, and to maintain shareholder value in the context of the industry environment within which we operate, by focusing on the following objectives:

- act with honesty, integrity and fairness;
- to be a responsible corporate citizen that fulfils our moral, ethical and legal obligations;
- provide a service of outstanding quality;
- meet the needs of customers on a reliable, competitive and professional basis;
- contribute to the growth and prosperity of the communities in which we operate;
- the work health safety of our employees;
- avoid any real or perceived conflict of interest;
- provide a rewarding workplace for all Prime Media personnel where people make a real and worthwhile contribution to the achievement of our business objectives; and
- reward good performance and provide opportunities for career advancement.

4. PRIME MEDIA'S STATEMENT OF VALUES

- We are committed to sharing the stories of regional Australia
- We are dedicated to fostering the success and growth of regional communities
- We remain steadfastly impartial, honest and accountable
- We always strive for excellence and integrity in our work
- We embrace diversity and believe in working together to achieve our best
- We always comply with laws and regulations

5. PROFESSIONAL BEHAVIOUR

Prime Media personnel are expected to maintain the highest level of professional conduct in their interactions with each other and when representing Prime Media.

Prime Media personnel must ensure they:

- act honestly and with integrity;
- avoid any real or perceived conflict of interest;
- respect the confidentiality of all confidential information acquired in the course of their duties and not use or disclose such information to third parties without authorisation;
- respect the rights of all Prime Media personnel, customers, suppliers, shareholders and the broader community;
- exercise due care and diligence in fulfilling their duties and exercising the powers attached to their position;
- comply with all of Prime Media 's policies, procedures and practices as varied from time to time;
- do not take advantage of Prime Media property or information, their position, or opportunities arising from these, for personal gain or to compete with Prime Media; and
- set a standard of honesty, fairness, integrity diligence and competency in all that they do, such that their conduct will not discredit Prime Media.

6. COMPLIANCE WITH THE LAW

Prime Media personnel must respect and observe all laws and regulations. This requirement means employees should understand the laws and regulations relevant to their role and responsibilities in the jurisdiction in which they are working.

Prime Media reserves the right to inform the appropriate authorities where it is suspected that there has been criminal activity or a breach of the law.

7. FINANCIAL TRANSPARENCY AND INTEGRITY

Prime Media will endeavour to meet the expectations of our shareholders and the financial community in general by maintaining transparency in the preparation and delivery of financial information.

Prime Media will exercise diligence and good faith in the preparation of financial information and ensure that such information is accurate, timely and represents a true and fair view of the financial performance and condition of the organisation and complies with all applicable legislative requirements.

8. CONFLICTS OF INTEREST

Prime Media supports the involvement of its employees in community activities, charities and professional associations (whether paid or unpaid).

Outside employment or participation in outside activities must not conflict with an employee's ability to properly perform their work for Prime Media or create a conflict of interest (or the appearance of a conflict). A conflict of interest arises when there are competing interests which cannot be met at the same time.

As a general rule, provided such outside employment or participation in outside activities does not reduce or diminish an employee's work hours and performance at Prime Media, or create a real or perceived conflict of interest, employees have no obligation to inform Prime Media. However, where time off work is required or a conflict exists (or could be seen to exist), employees are required to notify and obtain the prior written approval of the Chief Executive Officer (**CEO**) or Chief Financial Officer (**CFO**), or Company Secretary.

Professional members should be careful to avoid acting in conflict with Prime Media when representing their profession.

The provisions of this section 9 do not apply to the directors of Prime Media, who are required to comply with the obligations set out in the Director Conflict Policy.

9. CORPORATE OPPORTUNITIES

Prime Media personnel must not take improper advantage of property, information, or other opportunities arising from their position with Prime Media (this includes using the influence of their position with Prime Media to obtain opportunities for future employment).

Prime Media personnel are required to comply with the obligations set out in the Anti-Bribery and Corruption Policy.

10. GIFTS AND BENEFITS

Prime Media personnel must never solicit gifts or benefits while performing work for Prime Media.

Prime Media personnel must also never accept a gift, benefit or favour which could be considered to give rise to undue influence, or that is beyond general commercial practice.

It is generally advisable that Prime Media personnel decline all offers of gifts, benefits, travel, hospitality or other favours while performing work for Prime Media.

Prime Media acknowledges, however, that gifts may be offered as gratitude for contribution or assistance. If the value of the gift is under AUD\$150 (per person) Prime Media personnel may accept the gift without obtaining prior approval. However, if it is possible that the value of the gift may exceed AUD\$150, Prime Media personnel should accept the gift to prevent embarrassment and then immediately notify the CEO, CFO, or Company Secretary. A decision will then be made as to whether the gift may be kept, or whether it should be shared with colleagues or the community.

Prime Media personnel are required to document all gifts and benefits received, irrespective of their value, in the Gifts and Entertainment Register.

Prime Media personnel are required to comply with the obligations set out in the Anti-Bribery and Corruption Policy.

11. PRIME MEDIA'S RESOURCES AND ASSETS

Prime Media personnel must use Prime Media's resources (including computer facilities, information systems and electronic resources such as Internet and email) and premises appropriately, responsibly and in the best interests of Prime Media.

Within reason, the limited use of computers, telephones, stationary and motor vehicles for private purposes is acceptable, provided they are not used for private income producing purposes. Prime Media reserves the right to prohibit or restrict the use of its resources.

Prime Media personnel must take all necessary steps to ensure that Prime Media's resources and assets, including funds, equipment and information, are protected.

12. WORK HEALTH, SAFETY AND ENVIRONMENT

Prime Media strives to maintain a healthy and safe working environment for all Prime Media personnel, contractors and representatives.

Prime Media aims to protect the environments in which we operate and to operate in a way that minimises work health, safety and environment risk to the public.

13. ALCOHOL, DRUG AND TOBACCO USE

Prime Media personnel must not attend work having consumed alcohol if it has affected their ability to perform their duties. When alcohol is consumed at a work-related function, Prime Media promotes the safe consumption of alcohol guidelines as set out in the Work Related Functions and Events, Including Client Entertainment Policy.

Prime Media personnel must not:

- attend work, commence work, continue work or return to work under the influence of illegal drugs;
- bring any illegal drugs to work or have them in their possession at work or a work-related function;
- sell (or make arrangements to do so outside of work whilst at work), consume or dispense illegal drugs or prescription and/or pharmacy drugs at work; or
- attend work, commence work, continue work or return to work having misused or being intoxicated by prescription and/or pharmacy drugs.

Prime Media is a smoke-free work environment. Smoking is prohibited on all Prime Media premises and in and around all Prime Media vehicles. Smoking may only be undertaken within designated smoking areas. Where there is no formal designated outside smoking area, it is expected that smoking will be undertaken well away from buildings and proximity to people.

For the purpose of this section 14, "smoking" refers to any method of consuming by combustion of tobacco, plant material, herbs, or drugs using any utensil or apparatus including cigarettes, pipes or cigars as well as e-cigarettes, vaping devices and chewing tobacco.

14. EQUAL EMPLOYMENT OPPORTUNITY

Prime Media strives to create an environment in which Prime Media personnel are able to realise their full potential.

Prime Media is an equal opportunity employer. Equal employment opportunity refers to employment practices that are designed to enable existing and potential employees to

compete on their merits for employment, promotions and opportunities for progression, without reference to irrelevant personal characteristics.

The Board and senior management of Prime Media are required to comply with the obligations set out in the Diversity Policy.

15. ANTI-DISCRIMINATION, BULLYING AND HARASSMENT

Prime Media's commitment to diversity and equal employment opportunity means that we are committed to providing a workplace free of all forms of unlawful discrimination and harassment.

Prime Media will not tolerate any form of discrimination, harassment, bullying, victimisation or other behaviour which creates an offensive, hostile or intimidating work environment or which disrupts another person's ability to work.

Prime Media considers discrimination, harassment, bullying and victimisation to be serious workplace issues. Prime Media aims to promote a working environment free of these behaviours.

Discrimination, physical or verbal harassment, violence, abuse or assault in the workplace is unlawful and will not be tolerated.

Prime Media personnel are required to comply with the obligations set out in the Workplace Bullying Policy.

16. CONFIDENTIAL INFORMATION

Confidential information held by Prime Media is a valuable business asset.

Confidential information includes all information concerning any past, present or future business, operations or affairs of Prime Media that has not been disclosed to the public.

Prime Media personnel must not unduly use, disclose or copy confidential information. Prime Media personnel must, where possible, prevent third parties using, disclosing or copying confidential information.

These obligations do not apply if the CEO, CFO, or Company Secretary has agreed in writing to the specific disclosure or use or copying of confidential information, or disclosure of specific confidential information is required to comply with any applicable law.

The obligation of Prime Media personnel to maintain the confidentiality of Prime Media's confidential information continues after their employment with Prime Media ends.

The provisions of this section 17 do not apply to directors of Prime Media who are required to comply with the confidentiality obligations set out in the Board Charter.

17. INTELLECTUAL PROPERTY

Prime Media personnel who participate in the development of processes or products that will be used by Prime Media, or who have access to the results of that type of work, must treat the intellectual property associated with those processes or products as the property of Prime Media, both during and after their period of employment or involvement with Prime Media.

18. PRIVACY

Prime Media is committed to recognising and respecting the privacy of our customers and Prime Media personnel. We are also aware of our obligations under applicable privacy legislation governing the handling of personal information.

We will only use personal information for the purposes for which it has been disclosed to us.

Prime Media will only collect personal information from Prime Media personnel ethically and lawfully and in a manner which is not unreasonably intrusive. However, we may use or disclose personal information of an employee where this is necessary to prevent a serious threat to health or safety, or is required by law, or to enforce the law.

19. MODERN SLAVERY

Prime Media is firmly opposed to all forms of modern slavery and is committed to implementing and enforcing effective systems and control to counter modern slavery occurring within its business and infiltrating its operational and supply chains.

Prime Media personnel should refer to the Modern Slavery Policy for further information.

20. BREACHES OF THIS CODE OF CONDUCT

Prime Media takes its commitment to this Code of Conduct seriously and any breach may result in disciplinary action or other penalties including reprimand, formal warning, demotion, dismissal or termination of the contract or engagement. In determining an appropriate sanction, Prime Media will act objectively and in accordance with any applicable contractual provisions or requirements.

Prime Media personnel in supervisory and managerial roles must not approve or allow conduct which is in breach of this Code of Conduct. In these circumstances, disciplinary action may also be taken against the supervisor or manager.

Prime Media personnel, irrespective of the position held, must report any breaches of, or suspicious conduct in relation to this Code of Conduct. This includes any instances where they believe that non-compliance is occurring, or being planned, as soon as they become aware of it.

Reports should be made to the employee's immediate manager.

Disciplinary action may be taken against an employee who fails to report an actual or suspected breach of this Code of Conduct.

Before disciplinary action is imposed for an alleged breach of this Code of Conduct, the employee will be given the opportunity to present their views on the alleged misconduct.

The procedures for reporting concerns of breaches or suspicious conduct other than to an immediate manager are set out in Prime Media's Whistle Blower Protection Policy available on the Prime Media intranet. In the case of breaches or concerns involving Prime Media executives, reports can be made to the Chair of the Audit and Risk Committee.

The Whistle Blower Protection Policy procedures provide for a staged escalation in a manner intended to ensure that Prime Media personnel are not disadvantaged in any way by reporting such concerns. Prime Media personnel may make such reports either personally or

anonymously (in certain circumstances legislation might require some form of formal disclosure and identification).

21. REVIEW

The Board will review this Code of Conduct at least every two (2) years and will, if necessary or desirable, amend the Code of Conduct.

Approved by the Board: 24 September 2020