



CODE OF CONDUCT

Last updated: 27 October 2023

1. Introduction

- 1.1 This is the Code of Conduct of Lowes – Manhattan Pty Ltd.
- 1.2 It applies to our own employees; and to all of our contractors, suppliers and supply chain participants, including (but not limited to) their employees, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners (**personnel**).
- 1.3 At Lowes, our policy is to promote high standards of integrity by conducting our affairs honestly, ethically and responsibly.
- 1.4 All personnel must act with integrity and observe the highest ethical standards of business conduct in their dealings with our customers, shareholders, suppliers, partners, service providers, competitors, employees and anyone else with whom they have contact in the course of performing their job. While this Code of Conduct does not, and cannot, deal with every situation that may arise, the principles outlined in the Code of Conduct provide a baseline for honest and ethical decision-making.
- 1.5 The purpose of this Code of Conduct is to:
 - (a) promote high standards of personal integrity and honest, ethical and responsible conduct, including the ethical handling of actual or apparent conflicts of interest;
 - (b) promote behaviour in accordance with the values and best interests of Lowes;
 - (c) ensure the protection of Lowes assets, including confidential information;
 - (d) promote fair dealing practices;
 - (e) deter wrongdoing;
 - (f) ensure there is transparency in our approach to tackling modern slavery in our own business and throughout our supply chains; and
 - (g) ensure accountability for adherence to this Code of Conduct.

- 1.6 We have a zero-tolerance approach to any form illegal conduct, including modern slavery. We are committed to:
- (a) acting ethically and with integrity in all our business dealings and relationships;
 - (b) complying with applicable laws and regulations including the *Modern Slavery Act 2018* (Cth); and
 - (c) implementing and enforcing effective systems and controls to ensure compliance with this Code of Conduct and all applicable Australian laws.
- 1.7 We expect the same high standards and commitment from all of our contractors, suppliers and other business partners within our supply chains. As part of our contracting processes, our policy is now to include specific prohibitions against modern slavery and include due diligence processes to ensure modern slavery risk is identified, assessed, addressed and remediated. We expect that our suppliers will hold their own suppliers to the same high standards.

2. Conflicts of interest

- 2.1 A conflict of interest occurs when an individual's private interest interferes, or appears to interfere, with the interests of Lowes. A conflict of interest can arise when you:
- (a) take actions or have interests that may make it difficult for you to perform your work for us objectively and effectively;
 - (b) receive improper personal benefits as a result of your position; or
 - (c) have a material interest in an agreement or transaction involving Lowes.
- 2.2 Conflicts of interest must be avoided.
- 2.3 Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest must be avoided unless specifically authorised in writing by Lowes' Chief Executive Officer.
- 2.4 If you have questions about a potential conflict of interest or become aware of an actual or potential conflict, you must discuss the matter with, and seek a determination and prior written authorisation or approval from, Lowes' Chief Executive Officer. You may not authorise or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists – all such matters are to be determined by Lowes' Chief Executive Officer.

3. Proper use of Lowes' assets

- 3.1 You are required to protect Lowes' assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the environment and Lowes' profitability and reputation, and are prohibited.

- 3.2 All Lowes assets will be used only for legitimate business purposes. Any suspected incident of fraud or theft must be reported for investigation immediately and in accordance paragraph 10.
- 3.3 The obligation to protect Lowes assets includes Lowes' proprietary and confidential information. Proprietary information includes intellectual property such as trade secrets and confidential information, patents, trade marks, designs and copyright, as well as business and marketing plans, design and manufacturing ideas, databases, records and any non-public financial data or reports. Unauthorised use or distribution of this information is prohibited. The obligation to protect Lowes assets applies any assets or information (including confidential information) belonging to Lowes or Lowes' customers, clients, business partners and shareholders.
- 3.4 All transactions undertaken on behalf of Lowes using its assets, including proprietary or confidential information must be authorised in accordance with Lowes policies and must be documented accurately. Personnel responsible for record-keeping and accounting must ensure that Lowes' books and records are accurate, timely and fair in their description of the assets and transactions of Lowes.

4. Misuse of corporate opportunities

- 4.1 All suppliers are prohibited from using opportunities that are discovered through the use of our assets, property, information or position for their personal benefit or for the benefit of another person.

5. Privacy and confidentiality

- 5.1 All suppliers will maintain the confidentiality of information entrusted to them by us and by our customers, agents or partners, except when disclosure is expressly authorised or legally required. Confidential information includes all non-public information (regardless of its source) that might be of use to us or harmful to us or our customers, agents or partners if disclosed. The obligation to maintain the confidentiality of information remains even after a supplier ceases to be our supplier.
- 5.2 Suppliers will collect, use hold and disclose personal information in accordance with the law and our Privacy Policy available at www.lowes.com.au.

6. Workplace Environment

- 6.1 All of our contractors, suppliers and supply chain participants are required to provide a safe, healthy and sanitary working environment and comply with all applicable laws relating to workplace health and safety and must ensure that their working environment is free of any form of harassment, bullying, and discrimination. We do not tolerate any form of discrimination, physical, verbal or sexual harassment, violence, abuse, offensive language or behaviour, or assault in the workplace and we expect our contractors, suppliers and supply chain participants to maintain respectful relations when engaging with us and any of our personnel.

- 6.2 All personnel must deal fairly with Lowes' shareholders, customers, suppliers, competitors, employees and anyone else with whom they have contact in the course of performing their work duties. No personnel may take unfair advantage of anyone through bribery or other corrupt practices, manipulation, concealment, abuse or by breaching privacy or confidentiality requirements, deception, misrepresentation of facts or any other illegal dealing practice.

7. Minimum modern slavery standards

- 7.1 Slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labour, forced marriage, debt bondage and human trafficking, whether in respect of adults or children, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain (**modern slavery**).
- 7.2 The minimum modern slavery standards expected within our own business, and of our contractors, suppliers and supply chain participants include:
- (a) Compliance with relevant modern slavery laws, including the *Modern Slavery Act 2018* (Cth) and Divisions 270 and 271 of the Criminal Code Act 1995 (Cth).
 - (b) Compliance with other relevant laws (for example, laws relating to minimum working age, employment conditions and wages).
 - (c) Ensuring workers have the right to freely choose employment and enjoy freedom of movement and association.
 - (d) Providing safe and clean working conditions.
 - (e) Providing a work environment free from discrimination, harassment and abuse.
 - (f) Implementing and participating in training, consultation and engagement to understand, identify and address modern slavery risks.
 - (g) Committing to provide remediation.
- 7.3 To support this, we use an external platform known as Sedex (Supplier Ethical Data Exchange).
- 7.4 As a member of Sedex, our Tier 1 suppliers are required to share information about their factories' ethical practices with us. All tier 1/CMT factories will need to be registered as a part of this mutual recognition process and share external ethical sourcing audits, non-conformances and corrective action plans.

8. Responsibility for modern slavery

- 8.1 The board of directors of Lowes - Manhattan Pty Ltd is responsible for approving our annual modern slavery statement and ensuring that it complies with the *Modern Slavery Act 2018* (Cth), which we are required by law to comply with.

- 8.2 Our ESG Manager has primary and day-to-day responsibility for implementing our modern slavery statement, monitoring its use and effectiveness and dealing with any queries about it. The ESG manager's responsibilities extend to:
- (a) monitoring and auditing internal controls and procedures, and consulting with relevant stakeholders to identify risks of modern slavery practices in our operations, including in our subsidiary organisations;
 - (b) monitoring, auditing and consulting with our supply chain participants to identify risks of modern slavery practices in our supply chains, ensuring suppliers complete relevant modern slavery questionnaires, and conduct either a BCI or SMETA audit, in line with the Sedex framework;
 - (c) developing measures to assess and address any risks of modern slavery, including through due diligence and contractual obligations;
 - (d) monitoring the effectiveness of those measures;
 - (e) developing or approving appropriate training materials and programs for our employees and suppliers to comply with this Code of Conduct including Sedex training;
 - (f) developing remediation programs and grievance mechanisms; and
 - (g) preparing our annual modern slavery statement in accordance with the requirements of the *Modern Slavery Act 2018* (Cth).
- 8.3 Management at all levels are responsible for ensuring those reporting to them understand and comply with this Code of Conduct and are given adequate and regular training.
- 8.4 All personnel must ensure that they understand this Code of Conduct, participate in training, follow this Code of Conduct into their day-to-day activities and report to us any non-compliance with the Code of Conduct and any risks of modern slavery they identify in our or their business or supply chains.
- 8.5 All contractors, suppliers and supply chain participants are responsible for ensuring their personnel and suppliers involved in the supply of goods or services to us understand and comply with this Code of Conduct and are given adequate and regular training.
- 8.6 You are invited to comment on this Code of Conduct and suggest ways in which it might be improved. Comments, suggestions and queries are encouraged and should be addressed to the ESG manager.

9. Compliance with this Code of Conduct

- 9.1 You must ensure that you read, understand and comply with this Code of Conduct.
- 9.2 The prevention, detection and reporting of any unethical or illegal behaviour in any part of our business or supply chains is the responsibility of all those working for us

(for example, our employees and contractors), on our behalf (for example, our suppliers) or under our control. You are required to avoid any activity that might lead to a potential or actual breach of this Code of Conduct or relevant law.

- 9.3 You must notify the ESG manager as soon as possible if you believe or suspect that a breach of this Code of Conduct has occurred, or may occur in the future.
- 9.4 You are encouraged to raise concerns with the ESG manager about any issue or suspicion of modern slavery in any parts of our business or supply chains of any supplier tier at the earliest possible stage.
- 9.5 If you are unsure about whether a particular act, the treatment of workers more generally or their working conditions within our business or any tier of our supply chains constitutes any of the various forms of modern slavery, raise it with the ESG manager.
- 9.6** We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this Code of Conduct, even if they turn out to be mistaken. We are committed to ensuring no one suffers any detrimental treatment as a result of reporting in good faith their suspicion that any unethical or illegal behaviour may be taking place in any part of our own business or in any of our supply chains. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the ESG manager immediately.

10. Enforcement

- 10.1 We will ensure prompt and consistent action against violations of this Code of Conduct.
- 10.2 If, after investigating a report of an alleged prohibited action by any personnel, the Chief Executive Officer determines that a violation of this Code of Conduct has occurred, the Chief Executive Officer will report such determination to the board of directors.
- 10.3 If, after investigating a report of an alleged prohibited action by any other person, the board of directors determines that a violation of this Code of Conduct has occurred, the board of directors will report such determination to Lowes' lawyers.
- 10.4 On receipt of a determination that there has been a violation of this Code of Conduct, the board of directors will take such preventative or disciplinary action as they deem appropriate, which may include, but not limited to, termination of contract with the supplier whose personnel have breach this Code of Conduct and, in the event of criminal conduct or other serious violations of the law, notification to appropriate governmental authorities or police.

11. Communication and awareness of this Code of Conduct

- 11.1 We will provide training to our employees in respect of this Code of Conduct. This will include training on how to identify modern slavery practices and the particular parts of our business and supply chains which are subject to a greater risk of modern slavery practices. This training will also form part of the induction process for all employees who work for us.
- 11.2 Our zero-tolerance approach to unethical or illegal behaviour, or modern slavery in our business and supply chains must be communicated to all contractors and supply chain participants at the outset of our business relationships with them and reinforced as appropriate thereafter.

12. Breaches of this Code of Conduct

- 12.1 Any personnel who breach this Code of Conduct may face disciplinary action, which could result in the contract with the appropriate supplier being terminated.

13. Review of this Code of Conduct

- 13.1 This Code of Conduct will be reviewed at least once per year.
- 13.2 This Code of Conduct may be updated by us from time to time. Any updates to this Code of Conduct must be complied with.