Conflict of Interest and Working with Family Policy
Spotless Group Holdings Limited

Purpose
The purpose of this policy is to promote awareness of conflict of interest situations which may arise, prevent conflict of interest situations where possible, assist to manage appropriate activities and to provide guidance to both reporting and investigating conflict of interest situations.

Application
This policy applies to all Spotless Group Holdings Limited (Spotless) members of the Board, employees and, where practicable, third parties with a business relationship with Spotless.

This policy supersedes in its entirety all previous Conflict of Interest and Working with Family policies.

Definitions
**Family members:** Immediate family (a spouse/former spouse, de facto partner/former de facto partner, child, parent, grandparent, grandchild or sibling of the employee or a child, parent, grandparent, grandchild or sibling of a spouse/former spouse or de facto/former de facto partner of the employee), distant relatives such as cousins as well as members of the employee’s immediate household.

**Executive Management:** The team reporting directly to the Managing Director & Chief Executive Officer (CEO); Chief Operating Officer (COO), Chief Financial Officer (CFO) and Divisional Managers.

**Managers:** The employees that form the management teams that report to Executive Management.

Policy
Spotless is committed to fostering a culture where employees at every level are free of influences, interests or relationships that may cause conflict, or perception of a conflict, with the best interests of the company. All employees are responsible for the declaration of interests and relationships which may create a conflict of interest situation.

This policy applies to any conflict of interest situation which may arise, or appear to arise, due to an employee’s financial interest or employment relationship with another organisation or due to an employee’s dealings with a family member.

Conflicts of interest do not necessarily preclude business being undertaken between parties as long as appropriate controls are implemented. The cost of the controls, however, may render the association uneconomic.

Conflict of interest
Conflict of interest due to working with family can arise in many circumstances, whether by inadvertence or otherwise including:

- Where two or more employees who are family members work in the same team and/or have direct reporting lines to each other; or
- where an employee has a direct reporting line with a family member who is sub-contracted by Spotless to perform services; or
- where a family member of an employee is involved with the employee in the tender process or negotiation of a contract to provide services to Spotless; or
where the appointment and management of a sub-contractor is carried out by an employee who is a family member of the sub-contractor and where either party may make a financial gain or some other form of advantage which is detrimental to Spotless, employees or customers; and where either party may gain a financial advantage or some other form of advantage as a result of the relationship which is detrimental to Spotless, employees or customers.

Conflict of interest may also arise when an employee, or family member, is employed by or acquires a financial interest, direct or indirect, in the business of any Spotless customer, consultant, supplier, or competitor, unless such working relationship or financial interest is disclosed in writing to and approved by the relevant General Manager (GM). This restriction does not apply to an employee’s ownership of nominal amounts of shares of publicly traded companies.

Management and prevention

It is the responsibility of all Managers/Supervisors and employees to ensure against the possibility that one family member may inappropriately disclose to the other confidential information or otherwise act in a way which is prejudicial to Spotless, whether by inadvertence or otherwise by:

- Employees and family members being sufficiently independent in their dealings with each other.
- No employee being involved in the tender process or negotiation of a contract with a family member to provide services to Spotless; this must be carried out by an independent employee.
- The appointment and management of a sub-contractor not being carried out by an employee who is a family member of the sub-contractor; this must be carried out by an independent employee.
- No employee and family member to have direct reporting lines to each other.
- In the event that an employee is involved in the recruitment process and of a family member, the employee must disclose the conflict of interest and due process must be applied to ensure all applicants are treated fairly.
- As far as practicable, no family members are to be allocated to the same team.
- Where family members are allocated to the same team, job performance and evaluations must be handled by an independent employee.
- Employees not owning, operating or being employed by businesses that compete with Spotless or are customers, consultants or suppliers to Spotless.
- Employees disclosing material financial interests in customer, consultant, supplier or competitor organisations.

Responsibilities

It is the responsibility of Executive Management to ensure this Policy is implemented across the organisation.

Employees must ensure against the possibility that one family member may inappropriately disclose to the other confidential information or otherwise act in a way which is prejudicial to Spotless, whether by inadvertence or otherwise and:

- Be alert to all real or perceived conflict of interest situations;
- avoid conflict of interest situations and immediately cease dealings or negotiations with family members;
- immediately advise their Manager/Supervisor and GM, in writing, of any relationship or interest that exists with other Spotless employees, potential employees or third parties;
- co-operate with their Manager/Supervisor and GM to remove or manage the situation so as to avoid detriment to Spotless, employees or customers where he or she is directly involved.

Managers/Supervisors are required to:

- Be alert to all real or perceived conflict of interest situations;
- investigate the conflict of interest situation to determine what implications (if any) have arisen;
• work with employees/sub-contractors to remove or manage the conflict of interest situation so as to avoid detriment to Spotless, employees or customers;
• advise the GM and/or the Chief Operating Officer (COO) of the conflict of interest situation and the steps adopted to manage the identified situation.
• GM's are to maintain a file to record details of all approved and managed conflict of interest situations.

All instances of actual or suspected fraudulent or corrupt activities must be notified to Group Risk & Assurance and entered into the Spotless KnowledgeSPOT Incident Reporting and Investigation Management (IRIM) module.

Non-family relationships and associations

Employees are to exercise similar care in respect of all close relationships (including with other Spotless employees) and/or associations with organisations and/or individuals that have, or are to have, commercial activities with Spotless.

It is the responsibility of employees, subcontractors and any other third parties doing business with Spotless to declare any relationships and/or associations with other Spotless employees, customers, suppliers and/or subcontractors. This is to be provided in writing to the Manager/Supervisor and to the relevant GM.

A determination of whether a real, potential or perceived conflict of interest may exist will be determined by the GM. Such relationships will not automatically exclude either party from conducting business provided appropriate mitigating controls are implemented.

Consequences for Non-Compliance or Breaches

In the event Managers, Supervisors or employees are found to be in breach of the Conflict of Interest and Working with Family Policy, they will be subject to disciplinary action which may include termination of employment or contract and referral of any fraudulent matters related to the breach to the Police.

Reference to Related Policies

This policy is to be read in conjunction with the following:

• Fraud, Theft and Corruption Policy
• Code of Conduct
• Professional Behaviours Policy

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