



ASX:JYC

Ethics and Code of Conduct

- a) Joyce Corporation Ltd (the **Company**) has adopted an Ethics and Code of Conduct (the **Code**) for all employees and Directors of the company which details policies, procedures and guidelines aimed at maintaining high ethical standards, corporate behaviour and accountability. The Directors of the company are also obliged to comply with the Board Code of Conduct.

Objective

- a) The Code confirms that the Company's primary objective is to provide a satisfactory return to shareholders. The Company aims to achieve this by:
- i. Satisfying the needs of customers and franchisees through the provision of goods and services on a competitive and professional basis;
 - ii. Providing a safe and fulfilling working environment for employees, rewarding good performance and providing opportunities for advancement;
 - iii. Conducting existing operations in an efficient manner and by seeking out opportunities for expansion;
 - iv. Responding to the attitudes and expectations of the communities in which the Company operates; and
 - v. Acting with integrity and honesty in dealings both inside and outside the Joyce Group.

Values

- a) All employees are expected to:
- i. Respect the law and act in accordance with it;
 - ii. Respect confidentiality and not misuse information, assets or facilities;
 - iii. Value and maintain professionalism;
 - iv. Avoid real or perceived conflicts of interest;
 - v. Act in the best interests of shareholders;
 - vi. By their actions contribute to the Company's reputation as a good corporate citizen which seeks the respect of the communities and environments in which it operates;
 - vii. Perform their duties in ways that minimise environmental impacts and maximise workplace safety;
 - viii. Exercise fairness, courtesy, respect, consideration and sensitivity in all dealings within their workplace and with franchisees, customers, suppliers and the public generally; and
 - ix. Act with honesty, integrity, decency, accountability and responsibility at all times.
- b) Under the Code, all employees are required to comply with the letter and spirit of all applicable laws, regulations and Company policies in performance of their duties and their dealings with fellow employees, customers, franchisees, suppliers and all third parties with whom they have contact in the performance of their duties. In addition, all employees have a responsibility to adhere to the Code and ensure that no breaches occur. An employee who breaches the Code may face disciplinary action.
- c) If an employee suspects that a breach of the Code has occurred or will occur, they must report that breach to an appropriate internal representative.
- d) No employee will be disadvantaged or prejudiced if they report in good faith a suspected breach. All reports will be acted upon and kept confidential. In addition, the whistleblower provisions of the Corporations Act 2001 provide specific protection to employees who report breaches or suspected



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breaches of Corporations Legislation under certain circumstances. These provisions are incorporated in the Company’s Whistleblower Policy.

- e) Responsibility for the administration, implementation and periodic review of the Code lies with the Company Secretary, in consultation with the Chief Executive Officer.

BOARD CODE OF CONDUCT

- a) The Board has adopted a Code of Conduct for Directors (the Director’s Code) to promote ethical and responsible decision making by Directors. The Director’s Code is based on a code of conduct for Directors prepared by the Australian Institute of Company Directors and embraces the values of honesty, integrity, enterprise, excellence, accountability, justice, independence and equality of shareholder opportunity.
- b) The principles of the Director’s Code are:
 - i. A Director must act honestly, in good faith and in the best interests of the Company as a whole.
 - ii. A Director has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
 - iii. A director must use the powers of office for a proper purpose, in the best interests of the Company as a whole.
 - iv. A Director must recognise that their primary responsibility is to the Company as a whole but should, where appropriate, have regard for the interest of all shareholders of the Company.
 - v. A Director must not make improper use of information acquired as a director.
 - vi. A Director must not take improper advantage of the position of director.
 - vii. A Director must not allow personal interests, or the interests of any associated person, to conflict with the interests of the Company.
 - viii. A Director has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.
 - ix. Confidential information received by a Director in the course of the exercise of directional duties remains the property of the Company and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Company, or the person from whom the information is provided, or is required by law.
 - x. A Director should not engage in conduct likely to bring discredit upon the Company.
 - xi. A Director has an obligation at all times, to comply with the spirit, as well as the letter of the law and with the principles of the Code and the Director’s Code.

Authorised By	Chair of the Board	<div>DocuSigned by: Jeremy Kirkwood</div>	June 2023
	CEO	<div>DocuSigned by: Dan Madden</div>	June 2023

Date for next review of this policy - May/June 2024

