

This policy applies to all Synlait Milk Limited (Synlait) sites.

This policy (our Code of Ethics) applies to all employees and directors of Synlait and its subsidiaries, and all contractors to Synlait Milk Limited and its subsidiaries.

It is a condition of employment, or of appointment as a director of or contractor to Synlait or any of its subsidiaries, that the employee, director, or contractor complies with this Policy.

## Purpose

- Our purpose: Doing milk differently for a healthier world.
- Synlait can only deliver on the purpose if all are committed to the highest standards of ethical and corporate behaviour – by all directors, employees, and contractors - always. Synlait have several policies and standards that record our expectations for ethical behaviour. This Policy sets out our expectations generally, while other policies and standards set out more detailed requirements.

## Culture

To deliver our purpose and our strategy we must continue to foster a High-Performance Organisational culture through clarity, ownership, and accountability, and promoting a culture of ethical practice in all aspects of our business operations. We put our people first and value Health, Safety and Wellbeing, Food Safety and Quality, Sustainability, our customers, and profitability as our right to play. We stand for integrity, honesty, fairness, and compliance with all applicable laws. This also means we must consider the wider picture and environment, meeting all our requisite obligations as a business and should always strive for effective collaboration and a taking a business owners mindset in any decision we make.

## Synlait Standards

At Synlait, we are committed to:

- compliance with the letter and spirit of all laws, rules and regulations that apply to Synlait, including the NZX Listing Rules and (to the extent applicable) the ASX Listing Rules
- behaving with professionalism, courtesy, and respect at all times
- honest and ethical conduct in the best interests of Synlait as a whole, including the prompt handling of any complaints and conflicts of interest.
- compliance with all statutory and internal disclosure requirements in an open and timely manner and
- prompt reporting to the Board of any significant violations of this Policy.

## Code of Conduct

- **We will always respect the law and other applicable requirements** – we will comply with all applicable laws and regulations (in New Zealand and any other jurisdiction in which we operate), internal rules, policies, procedures, employment contracts and guidelines, and the NZX and (to the extent applicable) ASX Listing Rules, at all times, and in a timely manner. We will not participate in any illegal or unethical conduct, whether in our personal or professional capacity. If this occurs, then there is an immediate duty of disclosure.
- **Employees will comply with Synlait’s employment obligations** – ensuring we follow the obligations in our Employment Agreement and [00544 SML Employee Handbook](#), Director Appointment Agreement or Contract for Services, (as applicable) and all internal policies, such as (but not limited to) the:
  - [0001 Health, Safety and Wellbeing Policy](#)
  - [01669 Travel Policy](#)
  - [01683 Securities Trading Policy and Guidelines](#)
  - [Use of Information Systems](#)
  - [01676 Drug and Alcohol Policy](#)
  - [01687 Continuous Disclosure Policy](#)
  - [Delegated Authorities Policy](#).
- **Employees will avoid conflicts of interest:** Employees will not place themselves in a position where there is a possibility of conflict between our personal or business interests and the duties which employees owe Synlait, its shareholders and other stakeholders. If this occurs, then there is an immediate duty of disclosure. Employees, directors, and contractors must also proactively advise of any potential conflict of interest. Employees will act honestly and in the best interests of Synlait and its subsidiaries, as required by law, and consider the interests of shareholders and other stakeholders. We will comply with any applicable Policy.
- **Employees will always deal fairly and act in good faith** – Employees will always treat each other, Synlait customers, suppliers, potential employees, and other business partners honestly, fairly, and responsibly, and with high standards of personal and professional integrity. Employees will always ensure that all employment-related decisions are based only on merit and business considerations, and not on any other factors. Employees will not discriminate and will always respect the human rights of others.
- **Employees will not take personal advantage** – Employees will not take personal advantage of business opportunities or information learnt of in the course of service as employees or directors of, or contractors to Synlait or its subsidiaries. This includes strict compliance with the [01683 Securities Trading Policy and Guidelines](#) and ensuring to never engage in insider trading i.e., using information about Synlait that is not known to the public as a basis for decisions to trade or not trade in Synlait’s shares.
- **Employees will protect confidences** – In the course of business, employees, directors, and contractors have access to a significant amount of confidential information. Employees will stringently adhere to best practices and maintain and protect information about colleagues, customers, suppliers, stakeholders, and the business and financial affairs of Synlait and its subsidiaries, unless disclosure is otherwise permitted or required by law. Employees will respect the privacy of others.

- **Employees will protect company assets** – Employees will ensure that we respect and deal honestly with all assets (always including information) of Synlait and its subsidiaries. Employees will only use property, assets and information belonging to Synlait or its subsidiaries and our position at Synlait for the purposes of Synlait’s business and not for our own personal benefit or gain. Employees will avoid or reduce wasted resources wherever we can.
- **Employees will never engage in bribery or corruption** - Employees will ensure we never put ourselves in a position that is, or appears to be, corrupt, or could or would lead to allegations of bribery, undue influence, or favouritism. Employees will comply with the [Secret Commissions Act 1910](#), [Fair Trading Act 1986](#) and any procurement policies and procedures we have in place as well as the [Gifting Standard](#).
- **Employees will be circumspect with gifts, meals, and entertainment** – Employees will not give or receive any gifts or personal benefits of value which could create actual, potential, or perceived conflicts of interest. Employees will comply with the [Gifting Standard](#) which sets out circumstances in which gift may be received or given, approval requirements for the giving of gifts and reporting requirements for gifts. Employees must be transparent in all our dealings with others. All Christmas gifts will be pooled and provided to an appropriate social service/volunteer organisation for distribution.
- **Employees do not tolerate discrimination, bullying or harassment** – Employees will not engage in bullying, harassment, or discrimination in the workplace. This includes on the grounds of gender, sexual orientation, disability, race, religion, or political views. Employees will respect and treat all our colleagues, suppliers, customers, stakeholders, and other parties as we would like to be treated.
- **Employees will act as ambassadors of the company** – Employees will ensure we act as good ambassadors of Synlait and its subsidiaries, both at work and outside of work. This means we will not cause Synlait or its subsidiaries any embarrassment or damage their reputation in any way. This includes when we use social media, are socialising or otherwise can be identified as working for Synlait or any of its subsidiaries. Employees will comply with the [Synlait Corporate Affairs Policy](#). Employees are not authorised to represent or commit Synlait to anything without express permission as set out in the [Delegated Authorities Policy](#).
- **Directors to give proper attention:** All directors must give proper attention to the matters before them.

## Guidance

As a rule, when considering any activity, answer these questions:

**Purpose:** Does it fit with our Purpose?

**Compliance:** Does it fit with our Compliance Programme?

**Safety:** Could it directly or indirectly endanger someone or cause them injury?

**Newspaper:** If the story appeared in the paper, would I feel comfortable with the impression it leaves the reader?

**Law:** Is it legal and in line with our policies and procedures?

**Family:** What would I tell my partner, parent, or child to do?

**Conscience:** Does it fit with my personal values?

**Feel:** What's my intuition or "gut feel"? If it feels wrong or makes me feel uncomfortable, then I shouldn't do it.

If you have any questions or doubts, please ask your manager, any member of the Human Resources (HR) team, any member of the Senior Leadership Team or the Head of Legal and Governance.

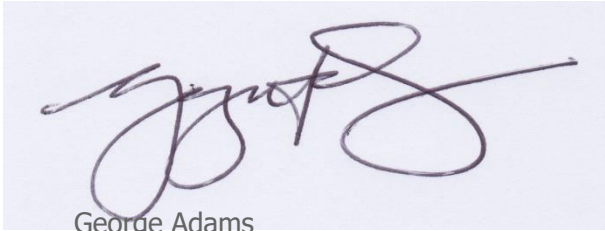
## Non-compliance

- All directors, employees and contractors must remain acutely aware of any illegal or unethical behaviour, and any other breach of this Policy, and report all such behaviour, or allegations of such behaviour in the manner set out in the [05294 SML Protected Disclosure Policy](#).
- Non-compliance with this Policy will be treated as a serious matter, and may result in disciplinary action, including dismissal, or termination of engagement as set out in the [00549 SML Disciplinary Procedure](#).
- In the event of a breach of this Policy, the chair of the Board, the Board, the People, Environment and Governance Committee, and/or management, (as is appropriate) will take suitable action in accordance with recommendations. Breaches of this Policy will be dealt with in a consistent and fair manner.

For this policy to be successful, the active participation and support of all our employees are essential.

## Application

- As per the Compliance Programme, this document will be formally reviewed annually or more frequently if operational or legislation changes require.
- The Delegated Author for this document is Head of HR Business Partnering who is responsible for monitoring and managing areas of compliance, ensuring key subject matter experts and collaborators have been consulted during the review and for coordinating updates to this document. Any proposed changes to this document should be provided through to the Delegated Author for consideration.
- This document is owned by the Executive Director People and Culture who is responsible for endorsement of any changes and for ensuring that mechanisms are in place to ensure the policy is adhered to.
- Responsibility for the final approval of the refreshed document (or roll-over of the document in its current form) is by the board.



George Adams  
**Board Chair**  
**Synlait Milk Limited**



Grant Watson  
**Chief Executive Officer**  
**Synlait Milk Limited**

## 1. Document Information

### 1.1 Reference Documents

- Employment Agreement
- Director Appointment Agreement
- Contract for Services
- [Gifting Standard](#)
- [Secret Commissions Act 1910](#)
- [Fair Trading Act 1986](#)
- [Delegated Authorities Policy](#)
- [Synlait Corporate Affairs Policy](#)
- [Use of Information Systems](#)
- [0001 Health, Safety and Wellbeing Policy](#)
- [00544 SML Employee Handbook](#)
- [01669 Travel Policy](#)
- [01683 Securities Trading Policy and Guidelines](#)
- [01676 SML Drug and Alcohol Policy](#)
- [01687 Continuous Disclosure Policy](#)
- [05294 SML Protected Disclosure Policy](#)

### 1.2 Revision History

Date Approval Requested	Revision	Step numbers and detailed description of changes (incl. any relevant QE/CC numbers)
31/07/2020	6	Update of template.
04/7/2023	7	<p>All - Full policy review. Updated header and footer. Removed all hyperlinks. Updated formatting, grammar, and language in line with the documentation standard (05656).</p> <p>Section Purpose – Replaced '(see paragraph 1.3 below)' with '(see next bullet point)'.</p> <p>Section Code of Conduct – Replaced 'We will respect the law and other applicable requirements at all times' with 'We will always respect the law and other applicable requirements' in bullet point 1. Added '(but not limited to)', and corrected doc title of 00544 in bullet point 2. Correct titles of referenced Acts and added hyperlinks to documents (bullet point 8). Added hyperlink to the Gifting Standard document in</p>

Date Approval Requested	Revision	Step numbers and detailed description of changes (incl. any relevant QE/CC numbers)
		<p>SharePoint (x2). Replaced 'All Christmas gifts will be pooled and raffled to all staff each year' with 'All Christmas gifts will be pooled and provided to an appropriate social service/volunteer organisation for distribution'. Removed 'at all times' from bullet point 10. Replaced 'our' with 'the' on bullet point 11.</p> <p>Section Code of Conduct and 1.1 –Deleted archived documents 01665 Policy for the Operation and Management of Information Systems, and 03196 Corporate Sponsorship Policy.</p> <p>Section Code of Conduct and 1.1 - Replaced archived document 01663 with 0001 Health, Safety and Wellbeing Policy and added hyperlink to SharePoint. Replaced archived document 01666 with 'Use of Information Services' and added hyperlink to SharePoint document. Replaced archived document 01664 with 'Synlait Corporate Affairs Policy' and added hyperlink to SharePoint document. Replaced archived document 01693 with 'Delegated Authorities Policy' and added hyperlink to SharePoint document.</p> <p>Section Protected Disclosure Policy and 1.1 – Updated section title and updated title of document 05294.</p> <p>Section Guidance – Removed 'general' from 'As a general rule'. Wrote out HR in full. Updated role title.</p> <p>Section Non-compliance: Removed 'very' from 'very serious matter'. Replaced 'even-handed' with 'fair'.</p> <p>Section Changes to Policy – Deleted last bullet point 'With effect from the date this Policy is notified as set out in paragraph 7.2, Synlait's Code of Ethics dated September 2018 ceases to be of any further effect.' as no longer relevant and previous revisions of document are held in MyQDocs SharePoint. Updated role titles, role holders, and signatures.</p> <p>1.1 – Corrected doc title 00544. Added Secret Commissions Act and Fair Trading Act referenced in section Code of Conduct.</p> <p>1.2 – Updated revision history table and copied detail over.</p> <p>Added 'and act in good faith' as per endorsement from PEG Committee 01/07/2023</p> <p><b>Document controller:</b></p> <p>Title updated to SML naming convention</p> <p>Comments removed</p> <p>Old issue date removed from footer</p> <p>Documents throughout underlined</p> <p>05294 doc title updated</p> <p>Step 1.1 – documents linked to SharePoint</p>

Date Approval Requested	Revision	Step numbers and detailed description of changes (incl. any relevant QE/CC numbers)
02/05/2024	8	<p>The addition of a Culture section which links to the Synlait Strategy and what Synlait values as part of the updated Synlait 101. This section also references Business Owners Mindset.</p> <p>Grammatical style changes have been made to make the Policy softer in wording.</p> <p>Additions to link to employment contracts and employee’s responsibilities of duty to disclose in Code of Conduct Section</p> <p>Positioning changes and deletion of repeated phrases to enhance the flow of the Policy in the Non-Compliance section, and inclusion of the Disciplinary procedure.</p> <p>Application section added to reflect governance and compliance requirements.</p> <p>Change of signatory from Dahlia Kilkelly to Cathy Gamlen</p> <p>There were also small changes to correct grammatical and punctuation inconsistencies.</p> <p>Change of signatory from Cathy Gamlen to George Adams</p> <p><b>Document Controller:</b></p> <p>Throughout - where possible replaced personal pronouns. 00544 document title updated</p> <p>Step 1.1 - hyperlinks added to 00544, 01669, 01683, 01676, 01687 and 05294</p>

The previous revision of this document is available in the Document Control System (DCS). To access please contact the Document Controller.