

**METRO PERFORMANCE GLASS LIMITED and SUBSIDIARIES**  
**(Metroglass)**

**Code of Ethics Policy**

**1. General**

This Code of Ethics is the framework of standards by which the directors, employees, contractors for personal services and advisers of Metroglass and its related companies (**Metroglass people**) are expected to conduct their professional lives and has been approved by the Board of directors of Metroglass (the **Board**). This Code is not intended to prescribe an exhaustive list of acceptable and non-acceptable behaviour, rather it is intended to facilitate decisions that are consistent with Metroglass values, business goals and legal and policy obligations.

Metroglass directors and managers are committed to:

- (a) leading in accordance with these standards of ethical and professional conduct; and
- (b) ensuring that such standards are communicated to the people who report to them.

**2. Conflicts of Interest**

A conflict of interest occurs when an individual's interests interfere, or appear to interfere, with Metroglass' interests. Metroglass expects Metroglass people to act in Metroglass' best interests at all times. Metroglass people will not without the prior consent of Metroglass:

- (a) engage in any other business or commercial activities which would conflict with their ability to perform their duties to Metroglass;
- (b) support a political party or organisation other than in a personal capacity;
- (c) be directly or indirectly interested or concerned in any capacity including as a material shareholder (i.e. a shareholder who holds more than 10% of the shares), or as a director, employee, or independent contractor with any other business in the building products industry; and
- (d) engage in any other activity which could conflict with Metroglass' interests.

**3. Gifts**

"Gifts" and "personal benefits" could for example include accommodation, goods, services, discounts, special terms on loans. Metroglass people will not accept gifts or personal benefits of any value from external parties if it could be perceived that such acceptance might compromise or influence any decision by Metroglass people or the Board.

A Gift Register will be kept and Metroglass people will disclose any Gift received over value thresholds set by the Board from time to time within 3 days of becoming aware of the gift.

**4. Corporate Opportunities**

Metroglass expects its people to advance its legitimate interests when the opportunity to do so arises. Metroglass people will not:

- (a) take for themselves any opportunity discovered through the use of Metroglass property, information or position;

- (b) use Metroglass property (including Metroglass' name), information or position for personal gain;
- (c) compete with Metroglass; and
- (d) trade in shares, or any other kind of property, based on information that comes from their roles for Metroglass if that information has not been reported publicly.

## **5. Confidentiality**

Metroglass people will maintain and protect the confidentiality of information entrusted to Metroglass about work colleagues, stakeholders and Metroglass' business and financial affairs, except where disclosure is allowed by Metroglass or is required by law.

## **6. Behaviours and responsibilities**

The actions and statements of Metroglass people, whether to customers, suppliers, competitors, or employees, can impact on the way people see Metroglass and whether they choose to do business with us. Metroglass people will:

- (a) undertake their duties in accordance with Metroglass values;
- (b) conduct themselves in a way that demonstrates that their honesty is beyond question and will not behave in a manner that has the potential to bring Metroglass' reputation into disrepute;
- (c) deal honestly with Metroglass' other people, professional advisors and stakeholders;
- (d) not enter into transactions or make promises on behalf of Metroglass that Metroglass cannot or does not intend to honour;
- (e) undertake their duties with care and diligence;
- (f) value individuals' differences and treat people in the workplace with respect in accordance with Metroglass' philosophies of equal employment opportunities, and anti-harassment and discrimination policies;
- (g) to the best of their ability, use reasonable endeavours to ensure that Metroglass records and documents, including financial reports, are true, correct and conform to Metroglass reporting standards and internal controls; and
- (h) not accept or offer bribes or improper inducements to or from anyone.

Metroglass people acknowledge that they have responsibilities to:

- (a) shareholders of Metroglass and the financial community generally; and
- (b) individually to clients, customers and consumers of Metroglass.

## **7. Proper use of Metroglass assets and information**

Metroglass people have a duty to protect its assets from loss, damage, misuse, waste and theft. Metroglass assets include systems, information, intellectual property and networks.

Metroglass people will:

- (a) only use Metroglass assets for lawful business purposes authorised by Metroglass; and
- (b) only create, and only retain, information and communications required for business needs or to meet legal obligations.

## **8. Compliance with laws and policies**

Metroglass expects that Metroglass people will act in accordance with all relevant laws, rules and regulations when carrying out their role for Metroglass. Further, Metroglass people will familiarise themselves with, and comply with, Metroglass' policies, frame works and processes that are relevant to their duties at all times.

## **9. Delegated Authority**

The Metroglass Board delegates the responsibility of managing the business and affairs of Metroglass to the Chief Executive Officer. The Chief Executive Officer in turn delegates to other levels of management certain rights to make operational and financial decisions within defined limits. Metroglass people will act in accordance with any delegated authority framework in place from time to time.

## **10. Additional Director Responsibilities**

Directors are required to:

- (a) undertake appropriate training to remain current on how to best perform their duties as directors of Metroglass;
- (b) give proper attention to all matters put before them;
- (c) meet their obligation to act honestly and in the best interests of Metroglass as required by law;
- (d) have an understanding of the regulatory, legal, fiduciary and ethical requirements affecting directors;
- (e) be familiar with up to date business management techniques and related ethics; and
- (f) have an awareness of special wider cultural issues that may impact on Metroglass' business.

## **11. Information for the Board**

Metroglass's management team shall provide the Board with information of sufficient content, quality and timeliness as the Board considers necessary to enable the Board to effectively discharge its duties.

## **12. Reporting Concerns**

If you become aware of a breach of Metroglass Code of Ethics or any breach of a legal obligation or Metroglass policy, you are responsible for reporting it to your manager or the Board, as appropriate. If this is not appropriate in the circumstances, you should report the breach to the:

- (a) Chairman of the Board; or
- (b) Chairperson of the Audit and Risk Management Committee.

Metroglass will stand behind any employee who, acting in good faith, reports a breach, serious problem or wrongdoing. The identity of the person making the report will be kept confidential

where possible – there may be situations however where the proper investigation of the matter inadvertently identifies the reporter or requires his or her identification.

Metroglass requires all directors, senior executives and other employees who receive a report of an actual or suspected violation of this Code of Ethics to take all reasonable steps within their control to ensure that:

- (a) the behaviour alleged in the report is thoroughly investigated;
- (b) the rules of natural justice are observed in that investigation; and
- (c) appropriate disciplinary action is taken if the allegation is substantiated.

Any person who knowingly makes a false report of a legal or policy breach may be subject to disciplinary action.

If you suspect that a breach of the delegated authority rules or limits has occurred you should advise your manager and the delegated authority holder whose responsibility it should have been to approve the transaction, as soon as possible.

### **13. Policy Ownership and Review**

- Approver: Metro Performance Glass Limited Board of Directors
- Ownership: Board
- Last reviewed: 31 July 2017