





Directors' Code of Conduct

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	Content Owner	Company Secretary					
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1. Purpose

The purpose of this Directors' Code of Conduct is to ensure directors are aware of the expectations and responsibilities specifically related to their role and to support directors in complying with their director duties.

2. Scope

This Directors' Code of Conduct applies to all directors of G8 Education Limited and its subsidiaries (each a **Company**) appointed from time to time whenever they act in their capacity as a director of the Company or are identified as a representative of the Company.

Directors are expected to pursue the highest standards of ethical conduct in carrying out their duties and responsibilities. This Directors' Code of Conduct applies in addition to, and supports the principles set out in, G8 Education's Corporate Code of Conduct.

3. Legislation

Legislation
Corporations Act 2001 (Cth)
Other resources
ASX Corporate Governance Council Corporate Governance Principles and Recommendations 4 th Edition (February 2019)

4. Policy Statement

G8 Education Limited and its subsidiaries (**Group**) are committed to conducting business in accordance with the law and good business practice.


5. General Principles

- 5.1. A director must act honestly, in good faith and in the best interests of the Company as a whole.
- 5.2. A director has a duty to perform the functions of office and exercise the powers attached to that office with a degree of care and diligence that a reasonable person would exercise if they were a director in the same circumstances.
- 5.3. A director should consider matters before the Board having regard to:
 - (a) any possible material personal interest they may have in the subject matter;
 - (b) the amount of information appropriate to properly consider the subject matter; and
 - (c) what is in the best interests of the Company as a whole.
- 5.4. A director must recognise that the primary responsibility is to the Company's shareholders as a whole, but should, where appropriate, have regard for the interests of all stakeholders of the Company. In circumstances where there is a real risk of insolvency, the duty to act in the best interests of shareholders is expanded to include of the Company's creditors (including employees with outstanding entitlements).
- 5.5. A director must keep informed about the Company's financial position and performance, ensuring the Company can pay its debts on time and keeps proper financial records.

- 5.6. A director must prevent the Company trading while insolvent (i.e. while it is unable to pay its debts as and when they fall due).
- 5.7. A director must act for a proper purpose and must not make improper use of information acquired as a director including, without limitation, to gain a personal advantage or to cause detriment to the Company.
- 5.8. A director must not take improper advantage of the position of director including, without limitation, to gain a personal advantage or to cause detriment to the Company.
- 5.9. A director must not place himself or herself in a position where there is a reasonable possibility of conflict between his or her personal or business interests, the interests of any associated person, or his or her duties to any other company, on the one hand, and the interests of the Company or his or her duties to the Company, on the other hand. The action which a director will be required to take if he or she is faced with an actual or potential conflict of interest or duties in relation to a particular matter being considered by the Board will depend on the nature and circumstances of the conflict and may, without limitation, include any of the following:
- (a) fully and frankly informing the Board about the circumstances giving rise to the conflict;
 - (b) abstaining from voting on any motion relating to the matter and absenting himself or herself from all board deliberations relating to the matter; and/or
 - (c) resigning from the Board.

If a director believes that he or she may have a conflict of interest or duty in relation to a particular matter, the director should immediately consult with the Chair.

- 5.10. A director must bring an enquiring, open and independent mind to Board meetings, listen to the debate on each issue raised, consider the arguments for and against each motion and reach a decision that he or she believes, to be in the best interests of the Company as a whole.
- 5.11. An opportunity must be provided for a director to put his or her views on issues before the Board or a committee on which he or she sits. While directors must treat each other with courtesy and observe the other rules in this Directors' Code of Conduct, directors should be able to engage in vigorous debate on matters of principle.
- 5.12. Confidential information (including Board or committee papers) received by a director in the course of the exercise of their director 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 duly authorised by the Company or is required to be disclosed by law or under the ASX Listing Rules.
- 5.13. A director must not disclose the content of discussions at Board meetings or committee meetings outside appropriate and responsible circles within the Company or external providers with a legitimate interest in the subject of the disclosure, unless that disclosure has been authorised by the Company or is required to be disclosed by law or under the ASX Listing Rules.
- 5.14. A director generally must not engage in conduct, or make any public statement likely to prejudice the Company's business or likely to harm, defame or otherwise bring discredit upon or denigrate the Company, fellow directors or employees.
- 5.15. A director must not trade in G8 Education Limited's securities at any time without the knowledge of the Chair and directors must adhere to and comply with the Securities Trading Policy and their individual disclosure and other obligations as directors under the Corporations Act 2001 (Cth).

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- 5.16. A director must co-operate in corporate governance procedures prescribed by the Board including periodic appraisals of the performance of the Board and its committees.
- 5.17. A non-executive director must devote such time as is necessary to carry out the duties of the non-executive director as determined by the Board.
- 5.18. A director has an obligation, at all times, to comply with the spirit as well as the letter of the law and of the principles of this Directors' Code of Conduct.

6. Compliance


Any breaches of this Directors' Code of Conduct must be reported to the Chair, the Chair of the Audit and Risk Management Committee or the Company Secretary. If applicable, breaches may also be reported under the Whistleblowing Policy.

A failure to comply with this Directors' Code of Conduct may result in a director being removed from the Board.

7. Supporting Documents

This Directors' Code of Conduct should be read in addition to the following documents of the Group:

- [Code of Conduct](#)
- [Securities Trading Policy](#)
- [Board Charter](#)
- [Whistleblowing Policy](#)

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