



SUPPLIER CODE OF CONDUCT AND BUSINESS ETHICS

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VERSION HISTORY			
DATE	APPROVED BY	VERSION	DESCRIPTION OF CHANGE
June 2022	Board	1	Created
August 2023	Board	2	Format Changes
September 2024	Board	3	Minor amendments in clause 7 and 8.
November 2025	Board	4	No changes

1. INTRODUCTION

Australian Wool Innovation Limited and its related bodies corporate ("AWI") seek to ensure that high ethical standards and practices are adopted by the parties that provide services and/or goods to AWI ("Suppliers"). AWI has developed this Code of Conduct and Business Ethics ("Code") to assist in the achievement of this goal. This Code sets out AWI's expectations as to how Suppliers will carry out their duties and responsibilities.

2. STATUS AND APPLICATION OF THE CODE

- a. This Code forms an integral part of each contract entered into between AWI and the Supplier ("Contract"). The Supplier shall ensure that it and all personnel associated with the supply of the goods or services pursuant to the Contract (whether employed by the Supplier or not) comply fully with it. AWI may rely on non-compliance of this Code to assist it in making decisions about the Supplier.
- b. The Code applies to conduct and behaviour whilst Suppliers are engaged pursuant to the Contract. This will include occasions when Suppliers are attending events related to the business of AWI (such as marketing events, industry conferences or dinners), whether at the workplace or elsewhere during and after normal working hours.
- c. AWI expects Suppliers to communicate the Code to their related entities, suppliers and subcontractors who support them in supplying goods and services to AWI, so that they are aware of, understand and comply with the Code.

3. COMPLIANCE WITH APPLICABLE LAW IN GENERAL

Suppliers shall comply with all applicable international, national and local laws and regulations, industry minimum standards and any other relevant statutory requirements (whichever requirements are more stringent). Suppliers are expected to be ethical in their business activities, including relationships, practices, sourcing and operations.

4. RESPONSIBILITIES TO AWI SHAREHOLDERS

- a. Suppliers are expected at all times to have regard to the best interests of AWI and Australian Woolgrowers and must strive to meet the legitimate expectations of the aforementioned and the Federal Government in the performance of the duties and responsibilities.
- b. AWI expects Suppliers to:
 - i. act honestly, professionally and fairly in all transactions and dealings which relate to the performance or undertaking of their duties and responsibilities;

- ii. not only comply with their contractual commitments to AWI, but also to perform them to a high professional standard;
- iii. treat all persons with whom they have dealings in performing work for AWI, with courtesy and respect; and
- iv. make full, fair and timely disclosure of relevant information to AWI.

5. SAFE WORKING ENVIRONMENT

All Suppliers are expected to treat work health and safety as a prime responsibility and to provide a safe and hygienic working environment for their staff and visitors. Suppliers are expected to cooperate with AWI in respect of all work health and safety matters. This includes adherence by all Suppliers to AWI's Occupational Health and Safety Policy when providing services on AWI's premises.

6. LABOUR AND HUMAN RIGHTS

- a. Subject to applicable laws, Suppliers will ensure that employment opportunities for all their employees and potential employees are determined on merit and not on the basis of race, sex, disability, age, religion or other protected grounds under discrimination legislation.

Suppliers will ensure that employees are offered equal employment opportunities in all its employment practices.

- b. Suppliers are expected not to bully workers or threaten workers with, or subject them to, unlawful or inhumane treatment. This includes, but is not limited to, abuse and harassment which can be verbal, physical, sexual or psychological.

Consistent with relevant modern slavery legislation, Suppliers are expected to proactively identify, address and – where required by legislation – report on risks of modern slavery practices (defined broadly to include all forms of human trafficking, forced labour and slavery-like practices) in their business operations and supply chains.

Suppliers are expected to:

- c. Ensure that all work is undertaken without coercion;
- d. Not use any form of forced, bonded or indentured labour; and
- e. Employ only workers who are the applicable minimum legal age.

All use of temporary and outsourced labour should be within the limits of the law. Suppliers are therefore expected to:

- f. Use all reasonable endeavours to ensure that the third party recruitment agencies it uses are

compliant with the provisions of this Code and applicable law; and

- g. Be responsible for payment of all recruitment related fees and expenses in recruiting foreign contract workers either directly or through third party agencies.

7. HEALTH AND SAFETY

Worker health, safety and well being is important to AWI. Suppliers are expected to provide a healthy and safe work environment and integrate sound health and safety management practices into its business.

Suppliers must comply with all applicable laws relating to workplace health and safety and the AWI's Occupational Health and Safety Policy.

8. USE OF AWI ASSETS AND RESOURCES

Suppliers must take all steps which are reasonably necessary to protect AWI's assets and resources. The use of AWI's assets and resources must be for purposes directly related to the Contract. Unless otherwise agreed in writing, upon termination of a Contract, or upon request by AWI, Suppliers must immediately deliver up to AWI all property belonging to AWI in their possession, custody or control, and delete all electronic copies of information, at the direction of AWI.

9. CONFLICTS OF INTEREST

AWI believes that all business activities should be undertaken with impartiality and any conflict of interest should be raised and managed.

- a. Suppliers will avoid financial, business or other relationships which might be opposed to the best interests of AWI or may compromise with the proper performance of their duties under the Contract.
- b. Accepting Suspect Benefits (in section 11 below) may also create a conflict of interest, giving the appearance that a Supplier has or may have been influenced to do something in violation of their obligations to AWI, AWI's policies and international, national and local laws and regulations.
- c. Suppliers are expected to disclose full and frankly to AWI all potential or actual conflicts of interest, as soon as they become aware of the same.

10. DRUG AND ALCOHOL USE

The Supplier shall ensure that the Supplier and its employees will not perform duties under the Contract if their performance is or could be adversely affected by drugs or alcohol.

11. BRIBES AND SECRET COMMISSIONS

- a. Suppliers must not engage in bribery, corruption and secret commissions and/or profits or conduct, whether or not it is unlawful under statute.
- b. Each Supplier shall (and shall procure that personnel associated with the supply of the goods or services shall):
 - i. ensure that they are in compliance with anti-bribery and anti-corruption laws of Australia (including but not limited to the Australian Criminal Code) and, where relevant, anti-bribery and anti-corruption laws of countries in which the Suppliers conduct business ("Relevant Requirements");
 - ii. not do, or omit to do, any act that will cause or lead AWI to be in breach of any of the Relevant Requirements;
 - iii. promptly report to AWI any request or demand for any undue financial or other advantage of any kind received by the Supplier in connection with the performance of the Contract;
- c. Without limiting the above, Suppliers must not provide (or cause to be provided) any Suspect Benefits to obtain an improper advantage for AWI (or its clients), the Supplier or other unauthorised third party. This includes the making of Suspect Benefits to any third party.
- d. A "Suspect Benefit" is defined to include but not necessarily limited to a benefit (including an offer or promise to provide or authorise a benefit) and includes a payment, a tangible and intangible gift, a right, a favour, free or discounted goods or services, a loan, entertainment and travel. It will not include a benefit which is of a modest or insignificant value, and is proper, reasonable and lawful to provide in the circumstances, and which is unlikely to influence behaviour.

12. INTEGRITY IN FINANCIAL REPORTING

All material financial information and disclosures relating to the provision of the goods or services to AWI need to be accurately represented in the Supplier's financial accounts.

13. PROFESSIONAL CONDUCT

Suppliers are expected to conduct themselves in a manner that is fair, professional and that will not bring AWI into disrepute.

14. CONFIDENTIALITY

Suppliers must not improperly use any private, confidential or commercially sensitive information in its possession relating to or in connection with its dealings with AWI.



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