

GWA Group Limited

Code of Conduct and Ethics

Adopted by the Board in April 2025

1.1 INTRODUCTION

GWA Group Limited (the **Company**) requires directors, senior executives, officers, agents, and contractors (**Staff**) to carry out duties in an honest and ethical manner.

The Company's policy is to promote high standards of integrity by conducting its affairs honestly, ethically, and responsibly. Staff are required to conduct themselves in accordance with this Code of Conduct and Ethics (**Code**) and practice it in every way, when representing the Company in any manner, whether while interacting with fellow workers, attending to customers or suppliers, or working with the public.

OUR STRATEGY

To be the trusted technical partner in the delivery of sustainable water solutions for bathrooms.

OUR PURPOSE

Making life better through innovation in everyday water experiences.

OUR CULTURAL PILLARS



1.2 PURPOSE OF THE CODE

The Board of Directors of the Company has adopted this Code to:

- communicate clear standards and expectations of appropriate behaviour and conduct in the workplace;
- promote high standards of personal integrity and honest, ethical, and responsible conduct, including the ethical handling of actual or apparent conflicts of interest;

- promote behaviour in accordance with our cultural pillars and best interest of the Company;
- promote the protection of Company assets, including corporate opportunities and confidential information;
- promote fair dealing practices;
- deter wrongdoing; and
- ensure accountability for adherence to the Code.

- 1.2.1 The purpose of the Code is to guide Staff on how to carry out their duties in an honest and ethical manner.
- 1.2.2 Staff must act with integrity and observe the highest ethical standards of business conduct in their dealings with the Company's customers, stakeholders, suppliers, partners, service providers, competitors, employees, and anyone else with whom they have contact while performing their duties. While the Code does not, and cannot, deal with every situation that may arise, the principles outlined in the Code provide a baseline for honest and ethical decision-making. The Company will ensure that each Staff member is provided with a copy of the Code during the onboarding process and signs an acknowledgment of receipt.
- 1.2.3 All Staff are required to be familiar with the Code, comply with the provisions and report any suspected breaches as described in Section 1.17.
- 1.2.4 To the extent that the contents of this Code refer to obligations on the Company, they are guidelines for management or summaries of applicable legislative requirements only, and are not contractual terms, conditions or representations on which Staff may rely.

1.3 COMPANY'S RESPONSIBILITIES TO SHAREHOLDERS AND THE BROADER COMMUNITY

It is the task of Management to achieve, and the role of the Board to oversee, the delivery of shareholder value through the sustainable and efficient operation of the Company through sound reporting and risk management practices and compliance with the continuous disclosure regime. The mechanisms to achieve this include the risk management structures, internal audit function, the Audit and Risk Committee, and the Board's oversight of strategic and business objectives.

1.4 CORPORATE OPPORTUNITIES

Staff owe a duty to the Company to advance its interests when the opportunity arises. Staff are prohibited from using opportunities that are discovered using Company assets, property, information, or position for their personal benefit or for the benefit of another person or Company including but not limited to the benefit of friends or family members.

1.5 PROTECT AND ENSURE THE PROPER USE OF COMPANY ASSETS AND INFORMATION

All Staff will protect the Company's assets and ensure their efficient use.

Subject to any other Company policies, all Company assets will be used only for legitimate business purposes. Any suspected incident of fraud or theft must be

reported for investigation immediately and in accordance with Section 1.17.

The obligation to protect Company assets includes the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets and confidential information, patents, trademarks, designs, and copyright, as well as business and marketing plans, engineering and manufacturing ideas, databases, records, pricing lists, customer and supplier details, internal training materials, intranet resources, organisational charts and any non-public financial data or reports. Unauthorised use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties. The obligation to protect Company assets and proprietary information includes any assets or information (including confidential information) being held by the Company belonging to the Company's customers, clients, business partners and shareholders.

All transactions undertaken on behalf of the Company using its assets or proprietary information must be authorised in accordance with Company policies and must be documented accurately. Staff responsible for record-keeping and accounting must ensure that the Company's books and records are accurate, timely and fair in their description of the assets and transactions of the Company.

1.6 CONFLICTS OF INTEREST

- 1.6.1 A conflict of interest occurs when an individual's private interest (or the interest of a member of their family) interferes, or appears to interfere, with the interests of the Company.

"Private interests" include any financial, legal, or other significant interest, which may reasonably interfere with a Staff member's ability to give faithful service to the Company. A conflict of interest can arise when Staff (or a member of their family):

- a) takes actions or has interests that may make it difficult for that person to perform their work for the Company objectively and effectively;
- b) receives improper personal benefits because of their position in the Company; or
- c) has a material interest in an agreement or transaction involving the Company.

- 1.6.2 Conflicts of interest must be avoided.

- 1.6.3 The Company will not make loans or provide guarantees to, or for the obligations of, Staff, or their family members.

- 1.6.4 Staff other than directors and senior executives who have questions about a potential conflict of interest, or who become aware of an actual or potential conflict, must discuss the matter with, and seek approval from, their manager or manager-once-removed, or the Company Secretary and General Counsel. The manager receiving the disclosure may not authorise a conflict of interest without first providing the Company Secretary and General Counsel with a written description of the activity and seeking the Company Secretary and General Counsel's written approval. If the disclosing manager is involved in the potential or actual conflict, the matter must instead be discussed directly with the Company Secretary and General Counsel.

- 1.6.5 Directors and senior executives must avoid the potential for conflicts of interest to

arise. If an executive anticipates they may be placed in a position of conflict they must immediately advise the Chief Executive Officer in writing, who may determine whether or not the matter may proceed, and if so, the conditions that are to apply to the matter.

- 1.6.6 Any Staff member, who either through themselves and/or through their immediate family / household, or their business partners who hold, or propose to hold a financial interest in a supplier, customer, agent, agency, or a competing business must report such interests or intentions. Staff who have a financial interest in a firm that does or wants to do business with the Company must be careful in their conduct and must not act on behalf of the Company as such an action may be perceived as preferential or biased.
- 1.6.7 The holding of less than 10% of the issued shares in a public company that has business dealings with the Company is not precluded by this policy.

1.7 GIFTS AND BENEFITS

Staff should not seek gifts and benefits for themselves or others.

Staff should refuse all offers of gifts and benefits that could reasonably be perceived as influencing them or undermining their integrity.

Staff are required to comply with any policies of the Company in relation to accepting, declaring, and recording the receipt of gifts or benefits and in particular the Company's Gifts and Benefits Policy available on the company intranet site.

If a Staff member is offered a gift from anyone inside or outside the Company which causes them to feel awkward, uncomfortable, or appear to be any type of bribe or secret commission, the Staff member must advise or contact the independent whistleblower hotline.

1.8 COMPLIANCE

The Company and its Staff will comply, both in letter and spirit, with all applicable laws, rules, and regulations in the jurisdiction in which the Company operates.

While it is recognized that in some cases there may be uncertainty about the details or interpretation of applicable laws, rules, or regulations, it is important that Staff seek advice to ensure compliance. Questions about compliance can be addressed to the Company Secretary and General Counsel.

Legal prohibition applicable to all Staff

The principal insider trading prohibition in Australian law is contained in the *Corporations Act 2001* (Cth). Staff must not trade or deal in the Company's shares or those of another company, where they possess inside information about the Company or that other company.

Inside information is information relating to a Company that is not generally available but, if the information was generally available, a reasonable person would expect that information to have a material effect on the price or value of securities of that Company.

Staff must not share inside information directly or indirectly with another person.

Additional policy prohibition applicable to nominated Staff.

The Company operates blackout periods during which time the nominated Staff must not buy or sell the Company's shares.

Guidance on the insider trading prohibition under the *Corporations Act 2001* (Cth) and the Company's policy prohibition on share trading is provided in the Company's Share Trading Policy, available on the Company website.

1.9 ANTI-BRIBERY AND CORRUPTION

Staff must comply with applicable anti-bribery and corruption laws, and the Company's Fraud and Corruption Control Policy.

Failure to comply with anti-bribery and corruption laws is a criminal offence. The penalties for breaching such laws are significant including possible imprisonment, large fines, and reputational damage.

Please refer to the Company's Fraud and Corruption Control Policy for further guidance, available on the Company website.

1.10 DISCLOSURES IN ACCORDANCE WITH LAW

The Company's periodic reports and other public documents, including all financial statements and other financial information, must comply with applicable laws including the *Corporations Act 2001* (Cth) and the ASX Listing Rules.

Each Staff member who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records, and accounts are accurately maintained.

The Company's continuous disclosure obligations under the ASX Listing Rules require timely and accurate disclosure of information to the ASX. Any Staff involved in the disclosure of Company information in accordance with the ASX Listing Rules must:

- a) be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and
- b) take all necessary steps to ensure that all information filed with the ASX and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure; and
- c) otherwise comply with all applicable laws.

1.11 EXPECTED AND ACCEPTABLE CONDUCT

All Staff are expected to treat others with dignity, courtesy, and respect.

All Staff participating in Company organised events, representing the Company, or acting in a capacity that identifies them as Staff members of the Company are required to uphold behavioural standards which reflect the good standing of the Company. Staff are reminded of their adherence obligations under the Company's

Respectful Workplaces Policy, which covers any work-related activity. Any behaviour that negatively impacts on other Staff or customers, or the Company's reputation, may be the subject of disciplinary action including possible termination of employment.

1.12 UNACCEPTABLE BEHAVIOUR AND SERIOUS MISCONDUCT

The acts and behaviours stated under this Code are for guidance only and are not exhaustive.

Employees should understand that the distinction between unacceptable behaviour and serious misconduct is one of both degree and repetition. In general, serious misconduct is willful and/or reckless action and is likely to result in instant dismissal for a single offence.

Unacceptable behaviour may result in a range of disciplinary action including possible dismissal.

1.13 WORK HEALTH AND SAFETY

The Company is committed to providing a workplace that is safe and respectful.

All Staff and people affected by the business, including contractors and visitors, are required to:

- a) comply with WHS legislation and the Company's related health and safety policies and procedures;
- b) report all hazards and incidents, as soon as practicably possible, to ensure their own health and safety and the health and safety of others in the workplace, including visitors and contractors.

1.14 COMMUNITY, ENVIRONMENT AND HUMAN RIGHTS

The Company is committed to being a responsible member of the communities and environments in which it operates. This includes supporting local communities, encouraging Staff to contribute to the community, and ensuring it conducts business in an environmentally and socially responsible manner. Staff are expected to uphold the Company's commitment to being a good corporate citizen while engaging in business activity and to report to their manager any activity that is not socially or environmentally responsible or may breach applicable laws or regulations.

The Company values human rights and is committed to ensuring that all business is conducted according to ethical, professional, and legal standards in a fair, honest, and open manner. The Company is committed to acting ethically and with integrity in all its business dealings and relationships and to implementing and enforcing effective systems and controls to ensure Modern Slavery is not taking place in its own business or in any of its supply chain. Staff who believe that a breach of this Policy has occurred or is likely to occur, must notify their manager and the GWA Ethical Standards Officer (who is the Company Secretary and General Counsel) or the other Disclosure Officers (Group General Manager – People and Performance or the Company Secretary and General Counsel or the Chief Executive Officer) as soon as possible. Alternatively, staff who are uncomfortable in making a disclosure to any of these individuals may report

it to GWA's external and independent whistleblowing service provider as identified in 1.17.

1.15 PRIVACY AND CONFIDENTIALITY

Staff will maintain the confidentiality of information entrusted to them by the Company and by its customers, suppliers, or partners, except when disclosure is expressly authorised or legally required. Confidential information includes all non-public information that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers or partners if disclosed. The obligation to maintain the confidentiality of information remains even after the Staff member ceases to be employed or hold office with the Company.

The Company's Privacy Policy is available on the GWA Group Limited corporate website under Corporate Governance / Policies [GWA Privacy Policy ANZ \(final\).pdf \(amazonaws.com\)](https://www.amazonaws.com/GWA-Privacy-Policy-ANZ-final.pdf)

1.16 DIVERSITY AND INCLUSION

The Company is committed to building and fostering a workplace culture that is safe, respectful and inclusive. Staff must:

- a) treat all Staff, customers and suppliers, and other people with trust, dignity, and respect and not engage in bullying, harassment, discrimination, victimization or vilification; and
- b) be beyond reproach in matters of trust, honesty and confidentiality and never misuse any privilege, authority, or status.

1.17 REPORTING BREACHES OF THE CODE

1.17.1 Reporting and investigation of breaches

- a) Timely reporting by Staff ensures the matters may be dealt with promptly.
- b) Staff may report breaches of this Code involving directors or senior executives to the Chair of the Audit and Risk Committee. Details of the Chair can be obtained from the Company's website.
- c) Staff may report breaches of this Code involving any other person to the reporting person's manager and the Group General Manager – People and Performance or the Company Secretary and General Counsel.
- d) Staff who are not comfortable reporting a breach internally, may report it to GWA's external and independent whistleblowing service provider, "Your Call", to receive and manage reports impartially and confidentially.

Staff who make a report to Your Call have the option of:

- remaining completely anonymous,
- identifying themselves to Your Call only, or
- identifying themselves to both Your Call and GWA

The Your Call reporting options include:

- via Website at any time <https://www.yourcall.com.au/report>
- via Telephone on a business day on the following numbers:
 - AUS 1300 790 228
 - NZ 0800 123 508
 - UK 0 800 046 5662
- e) After receiving a report of an alleged prohibited action, the General Manager – People and Performance and the Company Secretary and General Counsel will consider the most appropriate policy and process that may apply to the alleged prohibited action and promptly take all actions necessary to investigate in accordance with the appropriate policy.
- f) All Staff are expected to cooperate in any internal investigation.
- g) Staff are required to make reports in good faith and failing to make reports in good faith and/or reports made with dishonest and/or malicious intent will be considered a breach of this Code and dealt with accordingly.

Staff are reminded that the Company is committed to the highest standards of openness, probity and accountability and seeks to ensure compliance with all whistleblowing legislation. Staff are reminded to access the Company's Whistleblower Policy that provides an avenue for Staff to raise concerns of malpractice they believe to be occurring at work. Refer to 1.17 for Reporting Breaches of the Code.

1.17.2 Enforcement

- a) The Company will ensure breaches of this Code are enforced and managed appropriately.
- b) Alleged breaches found to be substantiated against a director or senior executive will be reported to the Chair of the Board.
- c) Alleged breaches found to be substantiated against any other person will be reported to the Chief Executive Officer.
- d) Upon receipt of a determination that there has been a breach of this Code, the board of directors or Chief Executive Officer will take such preventative or disciplinary action as they deem appropriate, including but not limited to, termination of contract for non-employees, reassignment, demotion, or other disciplinary action including termination of employment and, in the event of criminal conduct or other serious violations of the law, notification to appropriate authorities.

1.18 AMENDMENT

The Board may, from time to time, change, modify or delete provisions of this Code without notice. The Board will ensure that the updated Code is made available on the Company's website or in its annual report.

1.19 CODE ADMINISTRATION

The Group General Manager – People and Performance is responsible for the administration of this Code. If employees, directors, or officers have any questions about the Code generally or any questions about reporting a suspected conflict of interest or other breach of the Code, they may contact the Group General Manager – People and Performance.

1.20 VERSION HISTORY OF CODE OF CONDUCT & ETHICS

| Version No. | Created/ Updated by: | Approved by: |
|-------------|---|------------------------|
| 1. | Group General Manager – People & Performance (June 2023) substantial update | GWA Board (June 2023) |
| 2. | Group General Manager – People & Performance (April 2025) minor update | GWA Board (April 2025) |