

Supplier Code of Conduct

1. Purpose

Cromwell recognises the importance of building and maintaining strong partnerships with our Suppliers. Core to this relationship is an expectation that Suppliers hold a joint commitment to conduct business with integrity, honesty and in compliance with the law. Our Supplier Code of Conduct is underpinned by our corporate values and our various corporate policies, including our Procurement Policy and ESG Policy.

Cromwell expects that as providers of products or services, all Suppliers will demonstrate and uphold our values, respect the rights of all people and uphold human rights in their business operations.

2. Scope

This Supplier Code of Conduct (“Code”) applies to the supply of any goods and services to:

- Cromwell Property Group;
- Cromwell Property Group’s direct and indirect subsidiaries (together with Cromwell Property Group, “Cromwell”); and
- Any fund or entity sponsored or managed by Cromwell (each, a “Cromwell Client”).

In this Code “Supplier” means any third-party organisation or individual directly or indirectly engaged by Cromwell or any Cromwell Client, including any representatives or agents appointed to act on their behalf.

The Code of Conduct is intended to promote Suppliers to comply with the letter as well as the spirit of the applicable laws and governing jurisdictions, it is not intended to be an exhaustive list of all requirements to be followed by Suppliers.

In the event of a conflict between this Code and any act, legislation, law, rule or regulation, the highest standard will prevail. The principles outlined in this Code apply to all Suppliers, regardless of the geographical location of their operations or whether they are engaged in the supply of goods or services.

The Code will be incorporated into the terms of engagement or referenced in the terms and conditions of contract that are issued by Cromwell and/or any Cromwell Client to engage a Supplier for the provision of goods or services. It is also available as a downloadable link via Cromwell Property Group’s website: <https://www.cromwellpropertygroup.com/>

3. Statement

The Supplier Code of Conduct sets out Cromwell’s expectations of Suppliers to comply with relevant laws including, but not limited to, those governing consumer protection, environment, social, anti-competition, human rights, modern slavery and health, safety and welfare laws.

Suppliers are expected to demonstrate values that set excellence and best practice in accountability. These include promoting human rights consistent with the International Bill of Human Rights including:

- The United Nations Guiding Principles on Business and Human Rights;
- The International Covenant on Economic Social and Cultural Rights;
- The UN Global Compact Principles on Business and Human Rights; and
- The OECD Guidelines for Multinational Enterprises.

Cromwell expects that Suppliers comply with this Code and in turn to apply an equivalent expectation on their own operations, services and supply chains. Where a Supplier becomes aware of a breach of this Code, they must notify Cromwell immediately and take the necessary steps to rectify the breach.

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In entering into a contract for the supply of products, goods or services to Cromwell or any Cromwell Client, a Supplier is acknowledging these obligations and warranting that to the best of their knowledge, at the point of entry into the supply contract, there are no material breaches in meeting their obligations and expectations set out in this Code.

Suppliers must:

- (i) develop and maintain a process to identify employment and human rights risks, health and safety risks, environmental risks, business ethics risks, and legal and compliance risks associated with their operations,
- (ii) determine the relative significance of each risk, and
- (iii) implement appropriate procedures and controls to minimise the identified risks.

If requested by Cromwell, a Supplier must permit Cromwell's nominated representatives to periodically evaluate a Supplier's facilities and operations, and those of the Suppliers subcontractors, to the extent they are providing goods or services to Cromwell or any Cromwell Client. Suppliers must maintain appropriate documents and records to ensure compliance with all applicable legal, tax and regulatory requirements.

Cromwell reserves the right to require an annual declaration of compliance with the Code from a Supplier and to further request evidence of the measures that have been taken to identify and address human rights issues that are directly linked to their operations, products or services.

It is an expectation that the Suppliers will contact Cromwell immediately where they become aware of any breach of this Code.

4. Principles

4.1 Anti-Bribery/Corruption

Cromwell does not tolerate corruption or bribery in any form, and expects Suppliers to comply with all applicable laws and regulations relating to anti-corruption and anti-money laundering, including but not limited to:

- Australia's Criminal Code Act 1995 and the Anti-Money Laundering and Counter-Terrorism Financing Amendment Act 2017 (AML/CTF Amendment Act) which amends the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (AML/CTF Act);
- EU Fifth Money Laundering Directive (as amended by the Sixth money Laundering Directive), the UK Bribery Act 2010; and
- UK Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (as amended).

Suppliers must never directly or indirectly give, offer, or accept anything of value to obtain or retain business or favoured treatment to influence actions or to obtain an improper advantage for Cromwell, itself or any other third party. This includes any inducement of any kind to any:

- Cromwell employee;
- Principal or sub-contractor associated with the supply of the product or services; and
- Any other stakeholder, tenant or associate of Cromwell or any Cromwell Client.

4.2 Governance

Suppliers must maintain sound management systems to identify and mitigate operational risks, and facilitate continuous improvement. A Supplier is expected to have (or to develop) a company statement affirming its commitment to high standards of social and environmental responsibility, ethical conduct, and continuous improvement and to undertake business in an ethical and honest manner avoiding engaging in any anti-competitive conduct or deceptive trade practice including:

- Collusion with other tenderers or agents to fix prices;

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- Disclosure of any sensitive information (including, but not limited to price, cost, or performance data) with any Cromwell competitors or competitors of the Supplier;
- Abuse of market position or exclusivity whether for the benefit of the Supplier or others;
- Engaging in predatory or discriminatory pricing practices;
- Conditioning any sale or provision of a product or service with that of another product or service;
- Misrepresentation.

4.3 Data Privacy and Information Security

Suppliers must follow all applicable data protection, privacy and information security laws and additionally:

- Respect and protect the privacy of individuals (including, without limitation, Cromwell and its employees);
- Only collect personal information for business related purposes in connection with the specific services being provided to Cromwell or any Cromwell Client;
- Retain personal information only for as long as necessary to fulfil the business-related purposes in connection with the services being provided to Cromwell or any Cromwell Client;
- Only disclose personal information to a third party where required in order to provide services to Cromwell or any Cromwell Client or as may be required by applicable laws;
- Collect, use, maintain, disclose (internally and externally), and destroy personal information in a manner that limits the risk of loss, theft, misuse, or unauthorised access;
- Respect intellectual property rights and not knowingly infringe the intellectual property rights of any third party; and
- Notify Cromwell without undue delay in writing and in any event no later than 24 hrs after a Supplier becomes aware that a breach has occurred under the General Data Protection Regulation (EU) 2016/679 of 27 April 2016 of the European Parliament and of the Council or any other applicable data protection law.

4.4 Conflict of Interest

Suppliers must:

- Avoid all conflicts of interest or situations likely to give rise to, or the perception of, a conflict of interest when doing business with Cromwell or any Cromwell Client; and
- Promptly report to Cromwell any instances involving actual or potential conflicts of interest between the Supplier's interest and those of Cromwell or any Cromwell Client.

4.5 Labour and Human Rights

Suppliers must respect, uphold and promote human rights in their operations products or services. Suppliers must follow the applicable laws in the countries in which they operate.

“Modern Slavery” includes the crimes of human trafficking, slavery and slavery like practices such as servitude, forced labour, forced or servile marriage, the sale and exploitation of children, and debt bondage.

Cromwell requires Suppliers to consider the risks of Modern Slavery practices in their operations and supply chains and identify these where they are found to exist.

These obligations apply to all workers, including, without limitation, temporary, migrant, student, contract, direct employees, and any other type of worker of the Supplier.

For contractual conditions or employment, in addition to any other obligations, **Suppliers must comply with the following specific Cromwell requirements:**

4.5.1 Child Labour

- not engage in or condone the unlawful employment or exploitation of children in the workplace;

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- be committed to combating the exploitation of children, and therefore prohibit any use of child labour with any vendor, Supplier or other third-party arrangements; and
- cooperate with law enforcement authorities to address any such instances of child labour that the Supplier becomes aware of.

4.5.2 Human Trafficking, Slavery and the Right to Voluntary Labour

- respect the free choice of all persons and strictly prohibit forced or compulsory labour for any employees;
- not conduct business with, tolerate, or associate with organisations or entities that condone or are engaged in the practice of coercing or imposing work with little or no freedom of choice; and
- comply with the UN Guiding Principles on Business and Human Rights and the UN Global Compact Principles on Business and Human Rights, and work to raise awareness within its employee population of the Supplier's responsibility to protect human rights.

4.5.3 Freedom Against Prejudice and Discrimination

- maintain an inclusive workplace free of harassment and discrimination based on a person's status race, colour, religion, national origin, gender, sexual orientation, gender identity, age, disability, veteran or military status or other characteristics protected by law;
- ensure that it has requisite policies and practices in place to foster a harassment and retaliation free environment.

4.5.4 Safe and Secure Workplace

- provide a safe and secure workplace for all of its employees, customers, and visitors;
- not tolerate physical violence and threats, corporal punishment, mental coercion, verbal abuse or sexual harassment within its operations, supplies or services.

4.5.5 Working Hours and Wages

- commit to be an ethical employer that strives to improve labour standards, respects its employees' contributions, and rewards them fairly. Suppliers will:
 - comply with all applicable laws dealing with the appropriate payment of wages to employees in line with the prevailing rates (and at least the minimum wage) required by such applicable laws and regulations and including all required benefits; and
 - compensate employees for the hours they work including appropriate payment for hours of overtime worked; and
- as appropriate, a Supplier's policy will be further defined at the regional and country level to prevent the exploitation of the local workforce.

4.5.6 Freedom of Association

- respect the rights of employees and comply with all applicable laws concerning freedom of association and collective bargaining.

4.6 Health and Safety

Suppliers must comply with all applicable health, safety, and security laws of the jurisdictions in which it does business and limit worker exposure to potential safety hazards.

Suppliers are expected to provide employees with proper personal protective equipment at no cost to the employee and to further ensure proper maintenance of the equipment. Employees must be free to raise safety concerns without fear of retaliation in any form. Suppliers will record, track and report all occupational injuries and illnesses as required by applicable laws.

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4.7 Environment and Sustainability

Cromwell expects that Suppliers are committed to reducing negative environmental impacts associated with their business operations and, in providing goods and services to Cromwell and/or any Cromwell Client, will support Cromwell's commitments to align with best practice including:

- Setting environmental targets, maintaining policies and actively identifying measuring and reducing significant environmental impacts; and
- encouraging the use of environmentally friendly technologies and practices and the reduction of negative environmental impacts throughout their supply chain.

4.8 Diversity & Inclusion

Cromwell is committed to being a diverse and inclusive company as well as promoting greater diversity and equality within our supply chain. For Cromwell diversity means difference in all its forms both visible and non-visible and including age, gender, religion, disability, cultural background and sexual orientation.

Cromwell expects that Suppliers will, as a minimum, comply with all applicable laws governing the employment, equal opportunity and non-discrimination rights of their workforce.

Cromwell will show preference to the selection of Suppliers who have publicly committed to and can demonstrate positive promotion of non-discriminatory practices that are demonstrated within their published work force data.

5. Cromwell Compliance Verification

When Cromwell so requests in writing, a Supplier will permit Cromwell's representatives to assess their compliance with this Code. Such assessments may include, without limitation, the issuing and review of questionnaires and surveys; on-site inspection of the Supplier's facilities; and the review of related Supplier information, including books, records, certifications, permits, and other documentation evidencing Supplier's compliance with this Code.

Cromwell is committed to supporting its Suppliers, including working together to improve the Supplier's ability to meet these expectations. Cromwell welcomes and encourages open, honest discussions where a Supplier identifies that they may not be able to fully adhere to the Code. Cromwell will work collaboratively and engage in the opportunity to explore solutions to these challenges.

6. Contact Information

If you have any concerns about actions or decisions made that go against the principles and standards set out in the Code of Conduct, then please inform your contact person at Cromwell.

If for any reason you feel unable to raise your concern with your Cromwell contact person, then please contact governance@cromwell.com.au.

7. Glossary

Term	Meaning
Cromwell or Group	Cromwell Corporation Limited ABN 44 001 056 980 Cromwell Property Securities Limited ABN 11 079 147 809 Cromwell Funds Management Limited ABN 63 114 782 777 Cromwell European Holdings Limited (Company number 09381845)
Cromwell Client	Any fund or entity sponsored or managed by Cromwell
Supplier	Any third-party organisation or individual directly or indirectly engaged by Cromwell or any Cromwell Client, including any representatives or agents appointed to act on their behalf