

THE **JUST** GROUP

Integrity Code



The Just Group

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Integrity Code

The Just Group aims to be a company that people are proud and excited to work for, which means more to its customers than simply a place to purchase products, that suppliers and business partners respect as fair and professional, and which operates in a manner which makes shareholders confident in their investment.

Our Integrity Code is specifically designed for employees of the Just Group, like yourself, whose roles are likely to involve integrity issues. However, the principles upon which the Code is based are consistent with those explained in employment documents and policies that are given to all employees.

The Integrity Code outlines the general principles and notes relevant policies. It identifies risks that you may encounter in your job and provides you with a guide to operate professionally.

INTEGRITY PRINCIPLES

The Integrity Code is based on five principles that define the responsibility of the Company and all employees. The principles require that we:

1. Foster a culture in which **all stakeholders are treated with respect**
2. Act to ensure there is **no conflict of interest** between work and private affairs
3. Provide a **safe workplace** for employees and visitors
4. Are **honest, legal, fair and trustworthy** in dealings and relationships
5. Develop a culture where **professional integrity and ethical behaviour is valued and rewarded**.

LEADERSHIP

The responsibilities of leaders in the Just Group extend beyond those of other employees. Leaders in our Company are required to:

- Build and maintain a culture supporting professional integrity
- Lead by example, ensuring their behaviour is a model for other employees
- Ensure employees have access to and are helped to understand the relevant policies
- Encourage employees to raise and discuss integrity issues and highlight risk areas
- Implement appropriate controls, taking prompt action to address potential problems
- Respond effectively and with integrity to all integrity issues raised or observed.

THE COMPANY'S RESPONSIBILITY

Shareholders

The Just Group is committed to protecting and improving the value of shareholders investment by meeting high standards of ethical and legal conduct. The Just Group will conduct its operations in accordance with the principles of good corporate governance. The Company will provide accurate, timely and clear disclosure in reports and documents it files with the Australian Stock Exchange and in other public communications.

Financial and Reporting Integrity

The Just Group requires honest and accurate recording and reporting of financial and other information. All financial records and accounts must accurately reflect transactions and events and conform to accepted accounting principles and the Just Group's internal control systems.

Employees must never produce or sign a document that they believe to be inaccurate or untruthful. Only authorised employees can produce or sign a financial document on behalf of the Company.

Ethical Supply

Just Group is concerned with the social and environmental implications of operating directly or through suppliers in local and international communities. We will only deal with suppliers who comply with the laws of the country or region in which they operate. We will take appropriate action should a supplier be found to have breached such laws.

The Company will not knowingly work with a vendor who uses child or forced labour, directly or indirectly. The Just Group will only deal with vendors who at least provide the working conditions and benefits stipulated by law and whose workers (employees and outworkers) are treated and compensated fairly and not put at physical harm.

The Just Group is a signatory to the National Retailers/TCFUA Ethical Clothing Code of Practice and requires overseas suppliers to operate to the Li & Fung Code of Vendor Conduct.

Payments

The Just Group prohibits improper payments by its employees, whether to government authorities or private sector officials. Employees must not offer anything of value to obtain improper advantage in selling goods and services, conducting financial transactions or representing the Company's interests.

Privacy

The Just Group's Privacy Policy regulates the use and management of personal information collected during business operations, including employee, potential employee and customer information. The Company is committed to protecting personal information and meeting its legal privacy responsibilities in the countries in which we operate.

Trade Practices and Fair Trading

Employees are required to comply with all competition laws applicable to the region and country of operation. This requires particular care to ensure that contact with competitors or other businesses does not give rise to an illegal anti competitive or price fixing relationship, arrangement or understanding.

Areas of particular concern include:

- Pricing
- Restricted activities
- Combined or linked product or service offerings
- Restraint or compulsion to trade requirements and joint or parallel contract terms.

Further detail is provided in the Trade Practices and Fair Dealing Policy.

Legal Compliance

The Just Group commits to obeying the relevant laws governing company operations in all the countries and regions in which we do business.

YOUR RESPONSIBILITY

Respect

'Respecting all stakeholders' is a Just Group value. It acknowledges that all stakeholders, including employees, shareholders, customers and suppliers, must be treated fairly and with dignity. We recognise the strength that valuing difference brings to our business.

Harassment, Bullying and Discrimination

The Just Group is committed to developing a workplace in which all employees are able to reach their potential. It will not condone behaviour or actions that bully, intimidate, discriminate or harass, and will ensure all employees understand performance expectations in this area. Aspects of this commitment and expectation are detailed in the Company's Equal Opportunity Policy.

Health & Safety

The Just Group's approach to health and safety reflects the respect and value it places on employees, customers, contractors, and other visitors. Our strategy is to have health and safety become part of the way we do business and ensure employee and visitor well-being is not compromised by business operations.

Employees are required to know and proactively meet their responsibilities for health and safety as outlined in various processes and resources, including induction and the Just Group Health and Safety System.

Professional Conduct

While at work and at work related functions, employees are required to behave professionally, safely and in a manner which appropriately represents the Company.

Communication

Our communication systems are important to the way we do business. We encourage the effective and legitimate use of the communication resources provided.

Activities that are deemed to not be acceptable under the Just Group's Communication Policy include those which:

- Unreasonably interfere with job performance
- Consume significant resources
- Give rise to more than nominal additional costs
- Interfere with the activities of other employees
- Are in breach of the Company's Equal Opportunity Policy
- May damage the reputation of the Company
- Bring professional reputation into question.

Advertising and Promotion

The Just Group requires that its advertisements are legal and honest, and that they are developed with an appropriate sense of obligation to the consumer and the community.

Advertisements and other promotional material deemed inappropriate are those that contain and or portray:

- Misleading or deceptive material
- Discrimination or victimisation
- Violence unjustifiable in the context of the promoted product or service
- Sex and nudity unsuitable to the relevant audience and relevant programme or material zone
- Language inappropriate to the circumstance.

Employees with responsibility for advertising and promotion are expected to know and seek to comply with relevant legal operating codes, and to be sympathetic to relevant voluntary codes in the respective region and country of operation.

Customers

Employees are expected to behave professionally, honestly, fairly and with respect in all dealings with customers. This includes clearly communicating our policies and obligations and complying with them in a timely and professional manner.

Securities Trading

No director or officer of the Just Group or an associated company shall buy or sell securities which are in any way associated with the Just Group, either for short term speculative gain (generally sales with a year of purchase) or while in possession of information which, if publicly disclosed, might have a material effect on the price or value of the Company's shares.

Buying or selling securities in the Just Group at all other times is only permitted under the conditions outlined in the Securities Trading Guidelines.

Confidentiality

At no time during or after employment with the Just Group can an employee publish or disclose confidential company information to an unauthorised person. You must also use reasonable efforts to prevent the disclosure or publication of confidential information.

Examples of confidential information include:

- Business results, plans, research and survey information, business processes that are unique to the Just Group
- Customer, staff and all other training and policy manuals
- Financial reports, planning and marketing strategies.

Confidential information does not include information already in the domain.

Further details of confidentiality obligations are outlined in your Contract of Employment.

YOUR RESPONSIBILITY

Conflict of Interest

Employees are expected to take appropriate action to avoid situations where their personal interests could conflict with the interest of the Company. The Company understands that you may take part in legitimate financial and private activities outside of your employment with the Just Group. However, those activities must be lawful and free of conflict with your responsibilities as a Just Group employee.

Unacceptable activities include:

- Relationships that conflict or appear to conflict with job responsibilities
- Activities which interfere with the your ability to perform your job effectively
- Misuse of company resources
- Using Just Group time or property for personal gain
- Taking opportunities that the Just Group may have an interest in or that are discovered through the use of Just Group information or property
- Not obtaining approval before accepting any position as an employee or director of another business.

Any potential conflict of interest must be raised with your manager.

Gifts

Without the explicit prior approval of your Executive leader, a Just Group employee must not seek or accept a gift or gratuity (including entertainment or favours) of a value greater than \$50 from a potential or actual supplier or any person or group who could reasonably be assumed to be seeking to influence a business decision. The Executive leader must assess whether it is appropriate for the gift or gratuity to be accepted, firstly by the Company and secondly by the individual.

Where return is impractical or inappropriate, the gift will become the Company's property and will be dealt with in a manner determined appropriate by the Executive leader.

Company Property & Assets

The Just Group seeks to provide the right tools for a job to be done well. However, unless specifically authorised by your Executive leader, Company property and assets should only be used for Just Group business. They should not be used for any type of personal gain.

Employees are also required to take appropriate precautions and care to maintain and protect the Company property and assets in their control.

Media and Public Statements

Only the Chairman, Managing Director and Chief Financial Officer are authorised to publicly comment on financial and price sensitive information.

Without prior approval of the Managing Director, other employees are not authorised to make any statement to the media on behalf of the Just Group, whether verbally or in writing. Media inquiries should be directed to the Managing Director.

Before agreeing to speak at a work related conference you are required to gain approval from the Managing Director or your Executive leader. You are also required to ensure that the content of your public statement (written or verbal) is reviewed and approved by the Managing Director or Executive leader prior to presentation or release.

Suppliers

Relationships with suppliers need to be built on lawful and professional business practices. You are expected to select suppliers using objective criteria. They are expected to follow all laws relevant to their operations, and your decisions regarding ongoing engagement must be based on performance and conduct.

Employees must avoid conflicts of interest in supplier selection, such as directing work to a business managed by a relative or friend or because of inappropriate influence or incentive. Employees who may be perceived to have an inappropriate relationship with a supplier are required to discuss this relationship with their manager. The onus is on you to consider the perception of others.





OPERATION OF THIS CODE

Raising Concerns

An employee, director, related officer, contractor, customer or supplier may raise a concern or complaint under this Code.

They are encouraged to first discuss personal or observed integrity issues with their manager (if an employee) or a senior leader (if an employee or external stakeholder). In most cases, this should result in concerns being addressed.

If they do not believe this is an appropriate contact or have not received a satisfactory response, further options include the Pink Phone help line (for employees, directors and officers) and the Audit Committee Chairperson (for all stakeholders), depending upon the nature of the concern.

Pink Phone

The Pink Phone is an independent hotline for employees and managers to anonymously discuss situations of harassment, bullying, discrimination and victimisation. The employee or manager is able to discuss concerns and receive advice on options to proceed. All inquiries are treated anonymously.

Audit Committee Chairperson

If a person believes that an integrity issue may not be appropriately dealt with by a senior manager or senior leader, they have the option to raise the issue with the Chairperson of the Audit Committee of the Just Group Board.

The type of issues that would be referred to the Chairperson would be:

- Conduct or practices which are illegal or are a serious breach of this Integrity Code
- Fraudulent or corrupt practices
- Continuing breaches of this Integrity Code
- Situations that pose a serious danger to the health or safety of any person.

All allegations received by the Chairperson of the Audit Committee will be reviewed and the Complainant (unless anonymous) will be notified if an investigation is deemed appropriate.

An issue may be presented in writing, in person, by phone or by email to auditchair@jjh.com.au. While not preferred, anonymous disclosures will be treated seriously and reviewed or investigated to the degree possible.

Investigations

Appropriate specialist advice may be engaged to investigate and manage an allegation. Investigations will be carried out as fast as reasonably practicable, with a degree of confidentiality consistent with the seriousness of the allegations raised.

Any person who may be affected by the investigation shall have the opportunity to present their case and to be aware of the allegations and evidence against them.

The Just Group acknowledges the personal cost that may be incurred by a person making a serious disclosure and undertakes to take reasonable steps to minimise the cost involved. The Company forbids any employee from acting in a way that penalises a person who has made a complaint in good faith and who has not been involved in the improper conduct. This includes any reprimand, reprisal, change in duties, employment benefits, reporting, career prospects or reputation, threats to doing any of these and any behaviour which may reasonably constitute victimisation.

Where possible, the Just Group is committed to keeping the identity of the person making the allegation confidential.

False Disclosure

The Just Group takes deliberate or maliciously false disclosure of improper conduct very seriously. An employee found to have made a false, frivolous or vexatious disclosure, or one made to avoid disciplinary action will be subject to disciplinary action. This may include termination of employment.

Potential Action

The Just Group seeks to develop a culture which encourages and rewards professional integrity and ethical behaviour

This is why employees who violate the spirit or letter of the Just Group's Integrity Code or relevant policies will be subject to disciplinary action up to and including termination of employment and, where appropriate, referral to the police.

This may be the result of an employee:

- Violating the Integrity Code
- Requesting others to violate the Code
- Failing to promptly report a known or suspected violation
- Failing to co-operate in an investigation into a possible violation
- Retaliating against another employee for reporting an integrity issue, or
- Failing to demonstrate the leadership and diligence needed to prevent an integrity issue.