

Laybuy Group Holdings Limited

Global Code of Conduct

What	<p>Thank you for choosing to be a part of Laybuy's team. It's our goal that all members of the Laybuy family:</p> <ul style="list-style-type: none"> • have a safe place where they can do great work; • are respected and feel valued and supported; and • are provided with opportunities to grow and contribute positively to the business, demonstrate our values and be rewarded and recognised for their achievements. <p>This Code of Conduct sets out the standards of conduct and behaviour that Laybuy expects and requires of all Laybuy Personnel (defined below), based on our values and the law.</p> <p>We expect all Laybuy Personnel to understand and meet the expectations within this Code of Conduct. In addition, you are expected to:</p> <ul style="list-style-type: none"> • meet the terms and conditions of your employment agreement or, if you are not an employee, the terms and conditions of your engagement; • comply with any policies and procedures that are relevant to you; and • abide by the laws, rules and regulations of the country in which you reside and/or work in.
Purpose	<p>To provide clear expectations in regard to our behavioural and performance expectations</p>
Who	<p>All directors, officers and employees of Laybuy Group Holdings Limited (LGHL) and its subsidiaries (together Laybuy or the Group) (such persons being Laybuy Personnel or you). This policy also relates to the expectations Laybuy has of its contractors, consultants, agency workers, seconded workers, volunteers, interns and any other person engaged by Laybuy, who in this policy are included within the term Laybuy Personnel.</p>
When	<p>During work and outside of work (including work-related events and/or when representing the Laybuy brand)</p>
How	<p>Use good judgement, act in the best interests of Laybuy and speak up if you have questions or think there has been non-compliance with our expectations and policies</p>



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1 Key points – Code of Conduct

- We are all responsible for acting in a professional manner that aligns with our expectations, policies and values which helps to create a safe and welcoming environment where everyone is treated fairly and is respected.
- We treat each other with respect, work collaboratively as a team and communicate openly and honestly with one another.
- We expect you to act lawfully, ethically and in the best interests of the Company at all times.
- Everyone has a responsibility to act on unacceptable behaviours. This is done by either addressing the issue directly with someone or escalating the issue if you are concerned. Any concerns raised about conduct that doesn't align with our Code of Conduct (or other policies) will be taken seriously. We will aim to manage any situation that may arise fairly and confidentially with any team involved.
- As it is not possible to cover every possible scenario that we might face, the Code of Conduct is intended to provide you with guidelines in which to help guide your actions, behaviours and decision making.
- Behaviour and/or conduct that is not consistent with our Code of Conduct or expectations will not be tolerated.

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- References to **your Relevant Person** in this policy should be read based on your employment status; for example if you are an employee it means your Leader (as defined below), if you are a contractor or consultant it means the person you negotiated your engagement with. If you are unsure about who your Relevant Person is please seek clarity before confirming that you have read and understood this policy.

This Code of Conduct promotes practices that foster Laybuy's values, which are available on Laybuy's intranet site or will be provided to you if you are not a Laybuy employee.

2 Scope

This Code of Conduct applies to all Laybuy Personnel. However, if any Group entity has a local Code of Conduct or more specific policies or procedures which apply to you, the local Code of Conduct or more specific policy or procedure will prevail to the extent of any inconsistency with this policy.

All personnel who have direct reports, as well as the directors (**Leaders**) have additional responsibilities to promote and ensure compliance with this Code of Conduct.

All Laybuy Personnel are responsible for	Leaders are also responsible for
<ul style="list-style-type: none"> Their own behaviour and actions at all times Reading, understanding and complying with all Laybuy policies that are relevant (including the Laybuy Code of Conduct) Complying with all relevant law, rules and regulations as applicable 	<ul style="list-style-type: none"> Creating cohesive and high performing teams Ensuring good physical and psychological wellbeing Reading, understanding and promoting all Laybuy policies and procedures, including this one!



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<ul style="list-style-type: none"> • Raising any concerns of unacceptable behaviour (see "Speak Up") 	<ul style="list-style-type: none"> • Being a role model and discussing any potential breaches or concerns • Taking immediate action following being notified of any potential breach / inappropriate behaviour • Being mindful of the impact of inappropriate behaviour on the team and wider business • Following Laybuy's procedures in managing concerns • Reporting any material breaches of the Code of Conduct to the CEO, who will, in turn, report to the Audit & Risk Committee or, if considered necessary, directly to the Board
The People Team are responsible for	
<ul style="list-style-type: none"> • Ensuring all employees receive appropriate training on their obligations under this Code of Conduct and other Laybuy policies and procedures • Being available to employees, workers, agency staff, secondees, volunteers and interns to provide support and answer any questions as required. • Supporting Leaders to manage any concerns raised 	

The Laybuy way

We expect all Laybuy Personnel to demonstrate professional behaviour, meet expected standards and manage their behaviour within our guidelines. The following list includes (but is not limited to) some examples of our expectations:

- (a) Act in accordance with Laybuy's values and in the best interests of Laybuy.

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- (b) Treat people with **understanding, courtesy, and respect** and refrain from any conduct or language which may cause distress or offence to others.
 - (c) Represent the Laybuy brand by displaying **positive, courteous and considerate behaviour** in all interactions with Laybuy Personnel, customers, clients, merchants or any Laybuy contacts.
 - (d) Be an **active participant in the Laybuy team** who positively contributes to our culture and business success.
 - (e) Perform your work to the **expected standards**, with reasonable skill, care and diligence and ask if and when you need any assistance.
 - (f) Complete any work requested of you to a **high standard**.
 - (g) Comply with all **reasonable and lawful requests** from Laybuy, as well as relevant Laybuy policies and procedures.
 - (h) Act ethically and responsibly and in a professional and socially acceptable manner at all times.
 - (i) Disclose and deal appropriately with any conflicts between your personal interests and your duties as a director, officer or employee of Laybuy. Do not enter into any arrangements or engage in activities which may conflict with the interests of Laybuy or adversely impact Laybuy.
 - (j) Do not take advantage of your position or the opportunities arising from your position for personal gain and do not take advantage of the property or information of Laybuy, its customers other Laybuy Personnel or our merchants or use it for personal gain or to cause detriment.
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- (k) Maintain all **confidential information** you obtain while working for us. This includes (but is not limited to) confidential information about Laybuy, customers, other Laybuy Personnel or our merchants (former, existing and potential).
- (l) Treat all **Laybuy property** with respect and care (as if it was your own). Return all Laybuy property when you leave the Company. Don't be in possession of any Laybuy property that hasn't been authorised.
- (m) Obtain the necessary approval if you are going to be **away from work** (either sick or annual leave). If you need to take unplanned leave (sick, bereavement etc.) notify your Relevant Person as soon as practicable and in accordance with any policy that may be relevant to you.
- (n) Maintain **good timekeeping** including advising your Relevant Person if you're going to be late.
- (o) You have a **health and safety obligation** towards yourself and towards those around you, therefore, ensure that you are acting in accordance with any wellbeing, health and safety guidelines.
- (p) You agree to not be under the influence of either **alcohol or illegal substances** when at work or at a work event and/or representing Laybuy. At work related events where Laybuy has provided alcohol or approval, reasonable consumption is acceptable.
- (q) **Be honest, act with integrity**, refrain from doing anything dishonest, fraudulent or misleading.



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- (r) Comply with all laws and regulations that apply to Laybuy and its operations. It's unacceptable to perform any act during the course of your employment or engagement with Laybuy that is **against the law**. Should you be convicted of a **criminal offence**, you are required to notify your Relevant Person immediately.
- (s) Use your best endeavours to **promote, develop and extend Laybuy's business interests and reputation** in accordance with your duties as as a director, officer or employee of Laybuy.
- (t) Drive responsibly and within the legal driving requirements (based on the country you are in) when driving a Laybuy owned or leased vehicle or when driving while on the work premises or work-related activity.
- (u) Report any concern about a possible breach of this Code of Conduct (see "Speak Up" and the Whistleblower Policy which is available on Laybuy's website).

The above is a non-exhaustive list of acceptable and unacceptable behaviours. However, the above list is to provide clear expectations and help you make good decisions in line with our expectations.

3 Related Policies and Procedures

Laybuy has implemented other policies and procedures dealing with specific issues which are touched on in this Code of Conduct. These include:

- Disciplinary Policy and Procedure



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- Diversity and Inclusion Policy
- Global Whistleblower Policy
- Securities Trading Policy
- Continuous Disclosure Policy
- Global Anti-bribery and Anti-corruption Policy

You should familiarise yourself with all Laybuy policies and procedures relevant to your location of work and employment status.

If you are an employee, please note that while all Laybuy policies form part of your employment relationship, this Code of Conduct is not part of your contract of employment and may amended by Laybuy at any time.

4 Non-compliance

Failure to comply with this policy (or related Laybuy policies) may result in:

- disciplinary action up to and including termination of employment with Laybuy or termination of engagement by Laybuy; or
- criminal prosecution, if any laws are violated.

If you are an employee, please refer to the Disciplinary Policy and Procedure relevant to your location of work for more information.



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5 Speak up

- If you have any questions or concerns please discuss this with your Relevant Person.
- If you learn about or suspect non-compliance with this Code of Conduct (or any other Laybuy policy), please discuss this directly with your Relevant Person or the People Team immediately.
- By asking questions and speaking up on non-compliance, you are doing the right thing. If you receive any retaliation or negativity from anyone for doing so, please notify your Relevant Person or the People Team immediately.

Any material breaches of this Code of Conduct will be reported to the Audit and Risk Committee or the Board.

6 Review of this Code of Conduct

This Code of Conduct will be reviewed periodically by the Board of Directors and may be amended by the Board from time to time, to ensure that it is operating effectively.

Approved by the Board of Directors of Laybuy Group Holdings Limited.