

MAYFIELD CHILDCARE LIMITED
ACN 604 970 390
(Company)

EXECUTIVE CODE OF CONDUCT

(Approved by the Board on 27 October 2025)



1. Scope

- 1.1. Mayfield Childcare Limited ACN 604 970 390 (**Mayfield** or the **Company**) is committed to a high level of integrity and ethical standards in all business practices.
- 1.2. This Executive Code of Conduct (**Code of Conduct**) outlines how the Company expects its representatives to behave and conduct business in the workplace on a range of issues. It includes legal compliance and guidelines on appropriate ethical standards.

2. Who the Code of Conduct Applies to

This Code of Conduct applies to:

- 2.1. the Directors of the Company, the Chief Executive Officer (**CEO**) and the Chief Financial Officer (**CFO**); and
- 2.2. any other employee or Officer of the Company and its related bodies corporate (**Group**) who has the opportunity to materially influence the integrity, strategy and operation of the business and financial performance of the Group.
- 2.3. In this Code of Conduct, Senior Executive includes the CEO and CFO and any person referred to clause 2.2.
- 2.4. Responsibility lies with every person covered by the Code of Conduct to conduct themselves in accordance with the Code of Conduct.

3. Purpose

- 3.1. As well as the legal and equitable duties owed by Directors and Senior Executives, the purpose of this Code of Conduct is to:
 - (a) articulate the high standards of honest integrity, ethical and law-abiding behaviour expected of Directors and Senior Executives;
 - (b) encourage the observance of those standards to protect and promote the interests of shareholders and other stakeholders (including employees, customers, suppliers and creditors);
 - (c) guide directors and Senior Executives as to the practices thought necessary to maintain confidence in the Company's integrity; and
 - (d) set out the responsibility and accountability of Directors and Senior Executives to report and investigate any reported violations of this code or unethical or unlawful behaviour.
 - (e) We regularly monitor and test our policies under this Code of Conduct to ensure our commitments remain relevant, effective and consistent with our stakeholders' expectations.
 - (f) While the Code of Conduct is designed to ensure the Company delivers on its commitment to corporate responsibility and sustainable business practice, it does not create any rights in any employee, family, customer, supplier, competitor, shareholder or any other person or entity.

4. How the Code of Conduct interacts with other Company policies

- 4.1. The Code of Conduct should be read in conjunction with the Company's other policies, including the Continuous Disclosure Policy, Securities Trading Policy, Whistleblower Policy and Anti-Bribery, Fraud & Corruption (ABC) Policy.
- 4.2. Copies of all Company policies are available on the Company's website.
- 4.3. The Company continually assesses and upgrades its policies and procedures to ensure compliance with Corporate Governance requirements.

5. Consequences of breaching the Code of Conduct

- 5.1. Depending on the nature of the breach, penalties may be imposed ranging from counselling to dismissal or termination of the contract or engagement (in extreme circumstances). The Company will act objectively and in accordance with any applicable provisions or requirements in any contract.
- 5.2. The Company reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law.

6. Compliance with Laws, Regulations, Policies and Procedures

- 6.1. Each Director and Senior Executive must:
 - (a) actively understand the laws which affect or relate to the Company's operations;
 - (b) attend seminars presented by the Company or other external service providers to maintain knowledge of the laws and regulations, as well as to increase awareness of relevant legal and industry developments;
 - (c) interpret the law in a way which reinforces the Company's reputation for integrity;
 - (d) comply with the letter and spirit of any applicable law, rule or regulation; and
 - (e) comply with the protocols, policies and procedures of the Company; and encourage other officers and employees to do the same.

7. Fair trading and dealing

- 7.1. The Company aims to maintain a high standard of ethical behaviour in conducting business and to behave with integrity in all dealings with customers, shareholders, government, employees, suppliers and the community.
- 7.2. When dealing with others, each Director and Senior Executive must:
 - (a) act in accordance with the Company's stated values and in the best interests of the Company;
 - (b) act with the highest standards of honesty, utmost integrity and ethical and law-abiding behaviour;
 - (c) perform duties in a professional manner; and
 - (d) strive at all times to enhance the Company's reputation and performance.
- 7.3. A Director or Senior Executive must not take unfair advantage of any officer, employee, customer, supplier, competitor, auditor, lawyer or other adviser of the Company through illegal conduct, manipulation, undue influence, concealment, abuse of confidential information, misrepresentation of material facts, or any other unfair-dealing practice.

8. Conflicts of Interest

- 8.1. Each Director and Senior Executive is responsible for notifying the Company of any conflicts of interest (actual, potential or perceived).
- 8.2. Each Director and Senior Executive must:
 - (a) Avoid placing themselves in a position that may lead to:
 - an actual or a potential conflict of interest or duty; or
 - a reasonable perception of an actual or potential conflict of interest or duty.
 - (b) Fully and frankly inform the board of any personal or external business interest that may lead to:
 - an actual or potential conflict of interest or duty; or
 - a reasonable perception of an actual or a potential conflict of interest of duty; and

- obtain and follow independent legal advice to avoid or resolve any actual, potential or perceived conflict of interest or duty.

8.3. Each Director must:

- (a) Recuse themselves from discussions pertaining to any matter in which the Director has or may have a conflict of interest; and
- (b) Comply with the *Corporations Act 2001* (Cth) (the **Act**) and the Company's constitution in relation to disclosing material personal interests and restrictions on voting by Directors.

8.4. Each Non-Executive Director must inform the Chair of the Board of:

- (a) Any existing Directorship or other office held by the Director in another entity outside the Company; and
- (b) Any proposed appointment as a director or Senior Executive of another entity outside the Company before accepting the appointment.

8.5. Any instances of fraud, bribery or corruption are to be managed as per the Company's ABC Policy.

9. Reporting of Unlawful and Unethical Behaviour

9.1. The Company expects each Director and Senior Executive to:

- (a) Report promptly and in good faith any actual or suspected violation by an officer or employee of the standards, requirements or expectations set out in this Code of Conduct or protocols, policies and procedures of the Company; and
- (b) Encourage other officers or employees to do the same.

9.2. A Director or Senior Executive may use their own judgement in deciding to whom to report any violation or behaviour, however:

- (a) Directors are encouraged to report to the Chair of the Board, the Company Secretary, or another Director;
- (b) Senior Executives are encouraged to report to their immediate supervisor, the CEO or the Chair of the Board, the Company Secretary; and
- (c) Other employees and officers are encouraged to report to their immediate supervisor, or to the CEO.

9.3. If an employee or officer reports, in good faith, any violation or behaviour each Director and Senior Executive must ensure:

- (a) The reporting person's position is protected;
- (b) The reporting person's identity is only disclosed with their consent, except where disclosure is required by law; and
- (c) No disciplinary, discriminatory or other adverse action is taken or tolerated against the reporting person for reporting the violation.

9.4. A Director or Senior Executive who receives a report of any violation or behaviour must ensure:

- (a) The alleged violation or behaviour is thoroughly investigated;
- (b) Rules of natural justice are observed in the investigation; and
- (c) Appropriate disciplinary action is taken if the allegation is substantiated.

10. Corporate Opportunities

- 10.1. A Director or Senior Executive must not improperly use their position, property or information acquired through their position for personal gain or gain of an associate or to compete with or harm the Company.
- 10.2. A Director or Senior Executive may not use the words 'Mayfield Childcare Limited' (or any combination of those words) or any other business name or trademark used by the Company for a personal or external business transaction.
- 10.3. Each Director and Senior Executive must keep their personal or external business dealings separate from the Company's business dealings.
- 10.4. A Director or Senior Executive must only use goods, services and facilities received from the Company in accordance with the terms on which they are given.
- 10.5. A Director or Senior Executive must not accept any improper gift from the Company's existing or potential customers or suppliers.

11. Confidentiality

- 11.1. Any information acquired by a Director or Senior Executive while performing their duties is confidential information of the Company and must be kept confidential.
- 11.2. A Director or Senior Executive must not disclose the information to a third party except where that disclosure is:
 - (a) Authorised by the Board; or
 - (b) Required by law or a regulatory body (including a relevant financial market).
- 11.3. The existence and details of any Board and Management information, discussions, and decisions that are not publicly known and have not been approved by the Board for public release, are confidential information of the Company and subject to the Company's Securities Trading Policy.
- 11.4. Each Director's or Senior Executive's obligations of confidentiality continue after they leave the Company.

12. Protection and Proper Use of Assets

- 12.1. The Company expects each Director and Senior Executive to use all reasonable endeavours to protect any Company asset and to ensure its efficient use.
- 12.2. A Director or Senior Executive may only use a Company asset (for example, a product, vehicle, computer or money) for legitimate business purposes or other purposes approved by the Board.
- 12.3. Each Director and Senior Executive must immediately report any suspected fraud or theft of a Company asset for investigation.

13. Communication and training

- 13.1. The Company will ensure that all Personnel (including new employees) are informed about and understand this Policy.
- 13.2. All Personnel will receive a copy of this Policy and be provided with training about how to recognise and deal with bribery or corruption. Key Personnel will receive regular training.
- 13.3. A copy of this Policy will also be publicly available on the Company's website.

14. Reviewing and maintaining the Policy

- 14.1. The Policy is to be reviewed at least every **two years** to ensure reports or breaches are appropriately recorded, investigated and responded to, that the Policy continues to operate effectively and confirm whether any changes are required to the Policy.