

Code of Conduct

Purpose:	This Code of Conduct aims to translate TSA Riley's core values into working practices, setting out the standards of conduct expected of all of Staff.
Applicable to:	TSA Management Group Holdings Pty Ltd and its affiliated corporate entities (TSA Riley).
Region(s):	Group (all Staff)

Definitions

Term	Definition
Staff	Board members, employees, casual employees, independent contractors, subconsultants and volunteers of TSA Riley Group.

Code of Conduct

At TSA Riley, our values (shown below) guide how Staff work, collaborate with one another, partner with clients, and make decisions across our business.



We win together,

collaborate openly, learn from each other and succeed as one global team.



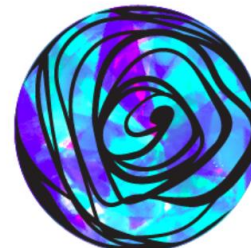
We own it, always,

act with integrity and take responsibility to deliver with purpose.



We focus on what matters,

striving for high standards to create meaningful, lasting and sustainable impact.



We are curious,

embrace agility and change, explore ideas, and turn our curiosity into progress.

Together, these values reflect our commitment to collaboration, accountability, quality and continuous improvement. They provide a clear foundation for the behaviours expected of all Staff, wherever they operate.

This Code of Conduct translates our values into practical expectations for how work is delivered, how people are treated, and how decisions are made across TSA Riley.

The Code sets out:

- the core responsibilities that apply to all Staff and leaders; and
- the standards expected in key areas of conduct across our business.

Together, these expectations guide day-to-day behaviour and decision-making, and may be considered in assessing conduct and addressing concerns.

Throughout this Code, references to acting in the ‘best interests of TSA Riley’ mean making decisions and taking actions that support TSA Riley’s legitimate business interests, reputation and long-term success, while acting ethically, lawfully and in accordance with this Code and applicable policies.

This Code forms part of TSA Riley’s broader governance framework and is supported by more detailed policies and procedures. While those documents provide additional guidance, all Staff are expected to understand and act in line with the principles set out in this Code

Responsibilities

Staff

At TSA Riley, all Staff share responsibility for how work is delivered, how people are treated, and the standards that are upheld. All Staff are expected to:

- **Act with integrity and accountability:** act honestly and professionally and take responsibility for their actions and outcomes.
- **Deliver quality work:** perform their role to a high standard, understand what is expected of them, and follow lawful and reasonable instructions.
- **Work within established frameworks:** comply with applicable laws, regulations and professional standards, and follow TSA Riley policies, procedures and guidance. Guidance is sought where there is uncertainty.
- **Be honest and accurate:** ensure that information, reporting and work outputs are complete, accurate and reliable.
- **Treat others with respect:** contribute to a workplace that is inclusive and free from discrimination, harassment and bullying.
- **Support health, safety and wellbeing:** take reasonable care of their own health and safety and that of others, including psychological safety, and report hazards, incidents and unsafe situations promptly.
- **Speak up and take action:** raise concerns where something does not feel right and take reasonable steps to prevent or address inappropriate behaviour.
- **Support inclusion and belonging:** contribute to TSA Riley’s commitment to diversity, equity and inclusion.
- **Represent TSA Riley professionally:** present and conduct themselves in a manner that is appropriate to their role, workplace and client environment, and behave in a way that reflects TSA Riley’s values and protects its reputation.
- **Act in TSA Riley’s interests:** make decisions and take actions that support the best interests of TSA Riley and its owners.

Leaders

Leaders and managers play a critical role in shaping culture, supporting their teams, and ensuring standards are upheld. In addition to the expectations of all Staff, leaders and managers are expected to:

- **Lead by example:** consistently demonstrate TSA Riley’s values through their behaviour and decisions.
- **Create a safe and inclusive environment:** foster a workplace where people feel respected, supported and able to perform at their best.
- **Set clear expectations:** ensure that team members understand their roles, responsibilities and the standards expected of them.
- **Support and develop their teams:** provide guidance, feedback and support to enable strong performance and accountability.
- **Ensure compliance and capability:** support team members to understand and meet applicable policy, legal and training requirements.

- **Manage risk proactively:** identify and address risks to health, safety and wellbeing, including psychosocial risks.
- **Encourage and respond to speaking up:** create an environment where concerns can be raised and ensure matters are addressed promptly, fairly and confidentially.
- **Use authority responsibly:** exercise their authority fairly, consistently and in the best interests of TSA Riley.
- **Take accountability for team conduct:** take appropriate and timely action where behaviours fall short, including where issues are known or ought reasonably to have been identified.
- **Champion diversity, equity and inclusion:** actively support an environment where all individuals feel valued and able to succeed.

Standards of conduct

The following standards outline how the expectations in this Code apply across key areas of conduct at TSA Riley. They are supported by more detailed policies and procedures, which provide further guidance on specific requirements. All Staff are expected to understand and act in line with both this Code and those supporting documents.

Acting with Integrity

Staff are expected to act with honesty, integrity and professionalism at all times. This includes avoiding fraud, any form of bribery, corruption, dishonest or improper conduct, and ensuring that decisions are made fairly, transparently and in the best interests of TSA Riley and its clients. Staff must not offer, give or accept any benefit that could improperly influence, or be perceived to influence, business decisions.

Conflicts of Interest

Staff must avoid situations where personal interests conflict, or could reasonably be perceived to conflict, with the interests of TSA Riley.

All actual, potential or perceived conflicts of interest must be declared as soon as they arise and managed appropriately in accordance with TSA Riley requirements.

Staff must ensure that personal interests do not influence, or appear to influence, their decision-making. External employment, directorships, consulting activities, business interests or other engagements that may create a conflict of interest, compete with TSA Riley's interests, or interfere with a person's ability to perform their role must be disclosed and managed appropriately in accordance with TSA Riley requirements.

Gifts and Benefits

Staff must not offer, solicit or accept gifts or benefits that could improperly influence, or be perceived to influence, business decisions. Gifts and benefits must never create, or appear to create, an obligation or expectation of favourable treatment.

Any gifts or benefits must be reasonable, transparent and consistent with maintaining professional independence and integrity, and managed in accordance with TSA Riley requirements.

Confidentiality, Privacy and Data

Staff are entrusted with confidential, personal and commercially sensitive information, including client information, personal data, intellectual property and information held within TSA Riley systems.

This information must be protected and used only for legitimate business purposes. Staff are expected to handle information responsibly, maintain confidentiality, and safeguard data from unauthorised access, disclosure or misuse, loss or theft, in line with applicable privacy laws and TSA Riley requirements.

Any suspected or actual breach of confidentiality, intellectual property rights, privacy or data security must be reported promptly.

Use of Resources, Systems and Technology

TSA Riley resources, including systems, technology, time and information, must be used responsibly and for authorised business purposes.

Staff are expected to maintain appropriate standards of security and care when using systems and data, including when using digital tools, artificial intelligence and emerging technologies. Use of systems must comply with TSA Riley requirements and support the integrity, security and appropriate use of information.

Staff remain accountable for work produced using AI and must ensure outputs are accurate, appropriate and do not compromise confidential or client information.

Respectful and Inclusive Workplace

TSA Riley is committed to a workplace where all people are treated with dignity and respect.

Staff are expected to behave in a respectful and inclusive manner, contributing to a workplace that is free from discrimination, harassment and bullying. Discrimination, harassment or unequal treatment based on protected characteristics or grounds recognised under applicable laws is not permitted. Behaviour that intimidates, offends, undermines or excludes others is not acceptable. These expectations apply to all work-related interactions, including those occurring online, through electronic communications, during remote work, while travelling for work and at work-related functions or events.

Staff are also expected to support TSA Riley's commitment to diversity, equity and inclusion.

Modern Slavery/ Human Rights

TSA Riley is committed to respecting human rights and preventing modern slavery. Staff are expected to identify and report concerns relating to unethical labour practices within our operations and supply chain.

Health, Safety and Wellbeing

TSA Riley is committed to providing a safe and healthy working environment.

Staff must comply with health and safety requirements and take reasonable care of their own health and safety and that of others, including psychological wellbeing. Hazards, incidents and unsafe situations must be identified and reported promptly so that appropriate action can be taken.

External Communications and Representation

Public or media statements on behalf of TSA Riley must only be made by individuals who are authorised to do so and in accordance with TSA Riley's established approval processes.

Any external communication must be accurate, appropriate and consistent with TSA Riley's values and policies. Staff should also be mindful that personal communications may still reflect on the organisation.

Acting in Best Interests of TSA Riley

Staff are expected to act in TSA Riley's legitimate business interests while acting ethically, lawfully and in accordance with this Code at all times. This includes making decisions that support the organisation's reputation and maintaining trust with stakeholders.

Making good decisions

At TSA Riley, Staff are expected to exercise sound judgement and seek guidance where they are unsure of the appropriate course of action.

When making decisions or considering a course of action, Staff should ask:

- Is it consistent with TSA Riley's values and this Code?
- Is it lawful, ethical and fair?
- Would I be comfortable if my decision became known to my colleagues, clients or the public?
- Does it protect the interests, reputation and trust of TSA Riley and our clients?
- If I am unsure, have I sought advice from my leader or the appropriate person?

If the answer to any of these questions is no or I'm not sure, Staff should pause and seek guidance before proceeding.

Speaking up and reporting concerns

TSA Riley encourages a culture where concerns can be raised openly and addressed appropriately.

Staff have a responsibility to raise concerns about behaviour that does not align with this Code, including suspected misconduct, unethical behaviour or breaches of TSA Riley policies or legal obligations.

Concerns should be raised through appropriate channels, including line management, People and Culture or other designated reporting pathways. Where concerns relate to workplace issues such as interpersonal matters, appropriate grievance processes may also be used.

TSA Riley will treat all concerns seriously and handle them in a fair, timely and confidential manner. TSA Riley prohibits retaliation, victimisation or adverse treatment against any person who raises a concern, reports misconduct, participates in an investigation or exercises a legal or workplace right in good faith.

Individuals who raise concerns in good faith will be supported and protected from retaliation, in line with applicable whistleblowing protections and TSA Riley requirements.

Breach of code of conduct

This Code of Conduct forms part of the standards expected of all Staff at TSA Riley.

Staff are expected to cooperate fully and honestly with any lawful workplace investigation or audit.

Failure to comply with this Code may constitute a breach and will be taken seriously. Breaches may result in appropriate action, which could include disciplinary measures up to and including termination of employment or engagement.

TSA Riley will assess and respond to breaches in a fair and consistent manner, taking into account the nature and seriousness of the conduct.

Related Material

The following related materials provide additional guidance on topics covered by this Code. This list is not exhaustive, and Staff are expected to comply with all TSA Riley policies, procedures and requirements relevant to their role.

- Acceptable Use Policy
- Artificial Intelligence Policy
- Anti-Bribery and Anti-Corruption Policy
- Conflict of Interest Policy or Procedure
- Data Governance and Protection policies
- Diversity, Equity and Inclusion policies
- Electronic Communications and Social Media Policy
- Health and Safety Policy and related policies
- Modern Slavery Policy
- Respect at Work and Appropriate Workplace Behaviour policies (discrimination, harassment and bullying)
- Privacy Notice
- Quality Policy
- Media Communication Policy
- Whistleblowing Policy

Contact

If Staff have any questions regarding this Policy, please use the following contact details:

Department	Region	Contact email
P&C	AU	people@tsariley.au
P&C	NZ	people@tsariley.nz
P&C	UK, IE, CA	people@tsariley.uk