

It is a fundamental principle of JB Hi-Fi that all of our business affairs shall be conducted legally, ethically and with strict observance of the highest standards of integrity and propriety. This Code of Conduct is based on that principle.

Our Code of Conduct sets the standards expected of us all within JB Hi-Fi. It provides information to assist in the understanding of the ethical values and standards of behaviour that apply in all of our daily business activities. These are the values and standards on which JB Hi-Fi's reputation will be based. Adherence to these values is fundamental to building a partnership of trust between JB Hi-Fi and its stakeholders.

This Code of Conduct applies to everyone within JB Hi-Fi. To all directors and all employees. From the Chairman to the Chief Executive Officer to the newest or most junior employee.

In this Code of Conduct, the term "employee" includes directors.

### **As a company, we will:**

- respect every employee's dignity, rights, freedoms and individual needs;
- provide a working environment that is safe, challenging and rewarding;
- recognise the work of each of our employees;
- respect customers', suppliers' and employees' personal and sensitive information;
- reinforce JB Hi-Fi's commitment to the highest standards in business and professional ethics.
- obey the law.

### **As employees, we will:**

- Treat customers, the public and fellow employees with honesty, courtesy and respect;
- Respect and safeguard the property of customers, JB Hi-Fi and fellow workers;
- Maintain confidentiality of all customer, JB Hi-Fi or other parties' information gained through our work;
- Perform our duties, as best we can, taking into account our skills, experience, qualifications and position;
- Do our jobs in a safe, responsible and effective manner;
- Respect personal and sensitive information in accordance with privacy legislation;
- Ensure our personal business and financial interests do not conflict with our duty to JB Hi-Fi;
- Work within JB Hi-Fi's policies and rules;

- Obey the law.

If we as employees undertake these obligations and responsibilities, our workplace, job satisfaction and performance will benefit and we will better achieve our company's business goals.

**GUIDELINES FOR EXPECTED BEHAVIOUR**

<b>AREA</b>	<b>EXPECTED BEHAVIOUR</b>
<b>BUSINESS RECORDS</b>	Employees must not destroy business documents and records that are required by law to be maintained for a statutory period, nor must any records be falsified or manipulated.
<b>CODE OF CONDUCT</b>	<p>This Code is about a common ethical sense. This Code sets the standard for our behaviour. We are all accountable for putting the spirit and letter of this Code into practice.</p> <p>An essential element in ethical behaviour is a sense of personal responsibility. This Code, like any other, will be successful only if it is understood and followed.</p> <p>In any case, it is important to remember that this is our Company Code and therefore it is owned by each of us. Both individuals and companies are judged as much for their integrity as for their service quality.</p>
<b>CONFLICT OF INTEREST</b>	<p>A conflict of interest exists where loyalties are divided. Employees of JB Hi-Fi have a potential conflict of interest if, in the course of performing their duties, any decision they make provides any improper gain or benefit to themselves or a third party.</p> <p>Any interest which may constitute a conflict of interest must promptly be disclosed to the appropriate senior manager or Chairman (for directors).</p>
<b>COMPANY ASSETS</b>	<p>JB Hi-Fi's assets, including goods, money, intellectual property or the services of other JB Hi-Fi employees (including contractors), must not be used for personal gain. This includes, but is not limited to:</p> <ul style="list-style-type: none"><li>• transcription of computer software programs regardless of whether or not the programs are protected by copyright;</li><li>• falsification or improper use of corporate cards, expense accounts or other similar accounts.</li></ul> <p>JB Hi-Fi's property and merchandise is not to be removed from JB Hi-Fi's premises without authorisation. This includes any samples of merchandise received. If, for business reasons removal is necessary, then appropriate approvals must be obtained. Every employee while in control of any JB Hi-Fi assets, particularly cash or other valuables, is personally accountable for them.</p>

AREA	EXPECTED BEHAVIOUR
<p><b>COMPETITORS AND FAIR COMPETITION</b></p>	<p>Employees having knowledge of commercially sensitive information and having a significant vested interest in a competitor of JB Hi-Fi must disclose that interest. Where, in the opinion of the employee's immediate supervisor, the interest constitutes a conflict of interest, those employees should divest themselves of that interest.</p> <p>Fair competition means that we will:</p> <ul style="list-style-type: none"> <li>• know about and follow JB Hi-Fi's legal obligations to its competitors;</li> <li>• compete on the basis of customer service rather than by obstructing competitive conduct.</li> </ul> <p>As part of our commitment to fair trading, management and staff:</p> <ul style="list-style-type: none"> <li>• will not unfairly differ between customers when supplying products or services;</li> <li>• will not refuse to deal with, or discriminate against, a customer for any improper reason;</li> <li>• will not intimidate or threaten another person or organisation.</li> </ul> <p>It is not appropriate to make any disparaging or untruthful remarks about any of our competitors, their products or services. We aim to conduct our business fairly, and to compete solely on the merits of our products or services.</p> <p>We aim to be an effective competitor and to act according to accepted community and ethical standards.</p> <p>No bribes, payoffs or kickbacks will be paid. In all dealings with others, we will be courteous, well-informed and truthful, and careful not to misrepresent the quality, features or availability of our products.</p> <p>Competitive information will be obtained only by ethical means - covert attempts to gain competitive information are not permitted.</p>
<p><b>CUSTOMER SERVICE</b></p>	<p>We must ensure that we deliver exceptional value and service to our customers by conducting ourselves with integrity and in a manner that ensures:</p> <ul style="list-style-type: none"> <li>• our internal and external customers are provided with the products and services they want at the highest possible standard;</li> <li>• all decisions and actions are evaluated in terms of their impact on customers;</li> <li>• there is a safe and friendly environment at all times for our employees and customers.</li> </ul>

AREA	EXPECTED BEHAVIOUR
ELECTRONIC EQUIPMENT (USE OF COMPUTERS)	The use of electronic mail and internet system is for the conduct of JB Hi-Fi business. Reasonable private usage is restricted to email.
ENVIRONMENT	All employees are responsible for maintaining and protecting the environment. Employees should, therefore, always consider the impact of their activities on the environment and the local community, including the way in which waste is disposed, chemicals are used and stored, and natural resources utilised.
GIFTS, LOANS, HOSPITALITY	<p>No-one should ask for or accept any gift, loan, unusual or expensive hospitality or other benefit of significant value. In particular, an employee must not seek or accept a significant gift that could impose pressure on their judgement, or could seem to be a conflict of interest, or could damage relationships with others.</p> <ul style="list-style-type: none"> <li>• Hospitality in the form of entertainment in the interests of normal business practice is normally acceptable. However, it is important not to give any impression that there may be a connection between the hospitality and business opportunities.</li> <li>• If one of us is sent a significant gift, that person should report it to his or her manager. The manager will determine if it is appropriate to accept the gift or return it with a polite note. If in any doubt about gifts, hospitality or concessions offered, then ask your manager.</li> </ul> <p>A gift is defined here as an item or service of <i>significant</i> value. Unsolicited promotional materials of little or nominal value such as pens, pencils, key rings, diaries, etc. are not gifts for the purposes of this definition.</p>
IMPROPER INFLUENCE	No pressure is to be put on any employee to influence their personal preferences in private or political matters. Further, no approval or disapproval of an employee's private political preferences or activities should be shown by anyone in their Company role.
LAW	<p>JB Hi-Fi is subject to local, State and Commonwealth laws. We have a duty to act within those laws. The law helps to define our roles within JB Hi-Fi.</p> <p><b>No one can be directed to carry out an illegal act, and no one can justify an illegal act by claiming to be acting under the order of a manager, or to be simply complying with a policy.</b></p>
LEAVING THE COMPANY	On leaving JB Hi-Fi each employee must surrender any JB Hi-Fi assets and items containing business information. This includes intellectual property that may have been created while working with JB Hi-Fi.

AREA	EXPECTED BEHAVIOUR
<b>NON-DISCRIMINATION</b>	<p>JB Hi-Fi is committed to providing all employees with equal opportunity. Discrimination or harassment based on race, colour, religion, gender, age, marital status, disability or other factors unrelated to legitimate business interests, will not be tolerated. All employees are entitled to their personal preferences in private or political matters. No pressure should be placed on anyone to influence those preferences and no approval or disapproval should of anybody's private or political preferences or activities be shown by anyone in their JB Hi-Fi role.</p> <p>Recruitment, promotions and other conditions of employment or career development will be based on individual merit. Unethical means of achieving performance or promotion will not be condoned or rewarded.</p>
<b>OFFICIAL VEHICLES</b>	<p>Anyone using a company vehicle should ensure that it is not used in a way that will reflect badly on JB Hi-Fi. Vehicles must not be used for unauthorised purposes.</p>
<b>OUTSIDE EMPLOYMENT AND OTHER ACTIVITIES</b>	<p>Extreme care should be taken to ensure that active participation, on a part-time or freelance basis, in any outside business, whether or not such business is a supplier, customer or competitor, does not create a potential conflict.</p> <p>JB Hi-Fi does have a concern with the well-being of communities in which it is located. The quality of one's work with JB Hi-Fi can be increased by the contribution that we might make as an individual. If it is practical, management will endorse and support part-time involvement by its staff in public or community service.</p>
<b>PERSONAL CONDUCT</b>	<p>Employees' personal conduct should be fully consistent with this Code. Employees should deal fairly and honestly with each other, our customers, suppliers and competitors.</p> <p>All customer contacts should be handled professionally and courteously. Employees should report to work as required and when an absence is unavoidable, promptly notify the appropriate person of the reason.</p>
<b>POLITICAL ASSOCIATIONS</b>	<p>JB Hi-Fi must not be used to support a political party, a member of a party, or an independent politician, either in Australia or overseas. When acting on JB Hi-Fi's behalf, no action should be made which might be seen as assisting a political party, politician or political candidate. However, this does not include normal hospitality when conducting business.</p>
<b>PROTECTION OF INFORMATION (PRIVACY)</b>	<p>Unauthorised disclosure of JB Hi-Fi information, including the misuse of intellectual property belonging to JB Hi-Fi is prohibited.</p> <p>All information relating to JB Hi-Fi business obtained by employees in the course of their employment is to be considered confidential unless JB Hi-Fi has officially made the information public.</p>

AREA	EXPECTED BEHAVIOUR
<b>SUPPLIERS</b>	Each employee involved in buying goods and services on JB Hi-Fi's behalf must avoid any relationship, financial or otherwise, with suppliers that could be seen as unfairly influencing judgement.
<b>TRADING IN COMPANY SHARES</b>	<p>Employees must ensure that all transactions in JB Hi-Fi shares comply with the law (particularly the insider trading provisions).</p> <p>Insider trading is the exploitation for the personal gain of any person of privileged information which, if publicly available, could affect the market price of JB Hi-Fi's shares or the shares of another listed company.</p> <p>Employees must not buy or sell JB Hi-Fi shares while they possess market-sensitive information.</p> <p>Employees must consult JB Hi-Fi Company Secretary if unsure of the status of a contemplated sale or purchase.</p> <p>Trading JB Hi-Fi shares by senior management and directors is governed by the JB Hi-Fi Senior Management and Directors Trading Policy. Senior management and directors should ensure they are familiar with this policy. Senior management and executives are required to notify the Company Secretary of any trades of JB Hi-Fi shares with 24 hours.</p>
<b>WORK ENVIRONMENT</b>	<p>JB Hi-Fi is committed to providing its employees with a working environment which is healthy, safe and productive. To this end the abuse of prescription drugs or the use or possession of illicit drugs is not acceptable. Neither is the consumption of alcohol, where it affects customer service, other employees, work performance, public relations, safety or where it violates the law.</p> <p>Besides physical factors, our work environment should also be challenging, stimulating and rewarding for us all.</p>