

NZX: SPY

ASX: SMP

## Smartpay Governance Principles:

### Ethical Standards

Directors should set high standards of ethical behaviour, model this behaviour and hold management accountable for delivering these standards throughout the organisation

## Useful links/further information:

[Staff Handbook](#)

[ASX Corporate Governance Principles and Recommendations](#)

[NZX Corporate Governance in New Zealand Principles and Guidelines](#)

Smartpay reserves the right to amend, update or withdraw its corporate policies without prior notice.

## Policy Statement

At Smartpay we understand that building diversity and inclusion, and proactively recognising equality across our business, is critical to delivering outstanding customer experiences and business performance. We are committed to attracting, developing, promoting and retaining a diverse group of talented individuals who will help drive our business performance.

## Background

Smartpay is committed to recognising and appreciating the variety of characteristics that make individuals unique in an environment that promotes and supports individual and collective achievement. These characteristics include gender, age, culture, disability (mental, learning, physical), economic background, education, geographic background, language(s) spoke, marital/partnered status, physical appearance, race, religions beliefs and gender identity, sex or sexual orientation.

The Board has identified the Company's Values as:

1. One Team – we will work together to create an inspiring company that we are all proud to work for
2. Fearless – in our approach and our focus on the customer
3. We deliver - by listening, engaging and being held accountable

These inherently recognise the importance of diversity and inclusion in helping Smartpay deliver its business objectives and fulfil the needs of its customers.

Practising diversity and inclusion for Smartpay means incorporating diversity into its values and culture, its talent acquisition, succession management processes and to ensuring that our workforce reflects the diverse communities in which we operate and our customer base.

The Company will not condone any discriminatory act or attitude in the conduct of our business with public or our employees. Any act of bullying, harassment or discrimination will be treated as a disciplinary offence.

Personal harassment and bullying takes many forms but whatever form it takes, is always serious and is totally unacceptable. No individual shall be treated less favourably on the grounds of gender, marital status, social class, colour, race, ethnic origin, religious belief, sexual orientation or disability without justification.

The Company will not tolerate discrimination of any nature and we expect all individuals to act in a civil manner towards fellow members of staff and clients and to respect their views and interests. Individuals will be personally liable for their actions if you are guilty of bullying, harassment or discrimination.

The Staff Handbook defines how management ensures the implementation of this policy and the processes to deal with complaints.

## Diversity Measurable Objectives

The Smartpay Board will set and review annually measurable objectives designed to support and promote Smartpay's diversity and inclusion policy and will report on progress against those in the Annual Report.

## Roles and Responsibilities

### The Board

The Board is responsible for approving the measurable objectives developed by management and the Remuneration and Nominations Committee and conducting an annual assessment of this policy, the objectives and the progress towards achieving them.

### The Remuneration and Nominations Committee ("the Committee")

The Committee is responsible for recommending measurable objectives for achieving diversity and inclusion to the Board.

### Managing Director/Senior Management

The Managing Director and the Senior Management team is responsible for developing, in conjunction with the Committee, and for implementing the Board approved measurable objectives for achieving diversity and inclusion. They are also responsible to reporting to the Committee on diversity initiatives and progress against measurable objectives.

### Managers

Managers are responsible to ensuring all Smartpay's people are committed to this policy and understand their obligations under all applicable diversity and inclusion strategies and initiatives implemented under this policy and the Human Rights Act 1993.

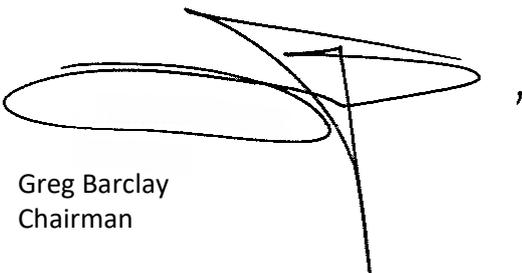
### All

All Smartpay's people are responsible for following the procedures in place for the business and for conducting their work in line with this Policy.

They are responsible for:

- their own behaviour and actions;
- being aware of and adhering to Smartpay's policies, procedures and relevant legislation;
- upholding the Policy; and
- taking all reasonable and practicable steps to ensure that no discriminatory act or attitude is condoned or any actions of personal harassment or bullying are undertaken.

**Policy authorised by the Board 30 April 2019**



Greg Barclay  
Chairman