

CORPORATE CODE OF CONDUCT

1. Purpose

The Board has adopted this Code of Conduct to define basic principles of business conduct. This Code requires directors, officers, executives, contractors, consultants and employees to abide by the policies of the Company and to the law. The Code is a set of principles giving direction and reflecting the Company's approach to business conduct.

The purpose of this Corporate Code of Conduct is to provide a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The document sets out the principles covering Company's values and appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees.

2. Who does this policy apply to?

In this policy references to directors, officers, executives, contractors, consultants and employees of the Company.

3. Company values

- Innovation, creativity, excellence, quality
- Transparency, honesty, integrity
- Total commitment to our customers and partners, doing everything in our power to ensure their success
- Diversity – Assortment of human resources and ideas that enrich us

The Company values have been communicated to the directors, officers, executives, contractors, consultants and employees and disclosed on the Company's website.

4. Accountabilities

4.1 Managers and Supervisors

Managers and supervisors are responsible and accountable for:

- a) undertaking their duties and behaving in a manner that is consistent with the Company's values and provisions of the Code of Conduct;
- b) the effective implementation, promotion and support of the Company's Values and Code of Conduct in their areas of responsibility; and
- c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct.

4.2 Employees, Consultants and Contractors

All employees, consultants and contractors are responsible for:

- a) undertaking their duties in a manner that is consistent with the Company's Values and the provisions of the Code of Conduct;
- b) reporting suspected corrupt conduct; and,
- c) reporting any departure from the Company's Values and Code of Conduct by themselves or others.

5. Personal and Professional Behaviour

When carrying out your duties, you should:

- a) behave honestly and with transparency and integrity and report other employees who are behaving dishonestly;
- b) carry out your work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality goods and services;
- c) operate within the law at all times;
- d) follow the policies of the Company;
- e) act in an appropriate business-like manner when representing the Company in public forums;
- f) ensure commitment to the Company's customers and partners, doing everything in our power to ensure their success; and,
- g) value and respect the cross-cultural diversity within the Company.

6. Conflict of Interest

Potential for conflict of interest arises when it is likely that you could be influenced, or it could be perceived that you are influenced by a personal interest when carrying out your duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

- a) Some situations that may give rise to a conflict of interest include situations where you have:
 - (i) financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter
 - (ii) directorships/management of outside organisations;
 - (iii) membership of boards of outside organisations;
 - (iv) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
 - (v) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
 - (vi) access to information that can be used for personal gain; and,

- (vii) offer of an inducement.
- b) You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager.
- c) If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.
- d) You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager.

7. Public and Media Comment

- a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- b) Employees, consultants and contractors must not make official comment on matters relating to the Company unless they are:
 - (i) authorised to do so by the Managing Director; or
 - (ii) giving evidence in court; or
 - (iii) otherwise authorised or required to by law.
- c) Employees, consultants and contractors must not release unpublished or privileged information unless they have the authority to do so from the Managing Director and Chief Executive Officer.
- d) The above restrictions apply except where prohibited by law, for example in relation to “whistleblowing”. A Whistleblower Policy has been adopted by the Company, applicable globally to the directors, officers, executives, contractors, consultants and employees of Weebit.

8. Use of Company Resources

Requests to use Company resources outside core business time should be referred to management for approval.

If employees, consultants and contractors are authorised to use Company resources outside core business times they must take responsibility for maintaining, replacing, and safeguarding the property and following any special directions or conditions that apply.

Employees, consultants and contractors using Company resources **without** obtaining prior approval could face dismissal, disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

9. Security of Information

Employees, consultants and contractors are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored or when unattended. Contractors, consultants and employees must ensure



that confidential information is only disclosed or discussed with people who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and may incur disciplinary action.

10. Intellectual Property/ Copyright

Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, and inventions and is valuable to the Company.

The Company is the owner of intellectual property created by employees, consultants and contractors in the course of their employment unless a specific prior agreement has been made. Contractors, consultants and employees must obtain written permission to use any such intellectual property from the Managing Director or Company Secretary/Group Legal Counsel before making any use of that property for purposes other than as required in their role as a contractor, consultant and employee.

11. Discrimination and Harassment

Employees must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, homosexuality or transgender.

Such harassment or discrimination may constitute an offence under legislation. Managers should understand and apply the principles of Equal Employment Opportunity.

12. Corrupt Conduct

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

- a) official misconduct;
- b) bribery and blackmail;
- c) unauthorised use of confidential information;
- d) fraud; and,
- e) theft.

The Company has adopted an Anti – Bribery and Corruption Policy applicable globally to the directors, officers, executives, contractors, consultants and employees of Weebit. Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including dismissal will be taken in the event of any employee participating in corrupt conduct.

13. Occupational Health and Safety

It is the responsibility of all employees to act in accordance with occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided.

Specifically all contractors, consultants and employees are responsible for safety in their work area by:

- a) following the safety and security directives of management;
- b) advising management of areas where there is potential problem in safety and reporting suspicious occurrences; and,
- c) minimising risks in the workplace.

14. Legislation

It is essential that all employees comply with the laws and regulations of the countries in which we operate. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to immediate supervisor or management.

15. Fair Dealing

The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each employee should endeavour to deal fairly with the Company's suppliers, customers and other employees.

16. Insider Trading

All employees must observe the Company's "Guidelines for buying and selling securities". In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods under the Securities Trading Policy when Directors, management and employees are permitted to buy and sell the Company's securities.

17. Responsibilities to Investors

The Company strives for full, fair and accurate disclosure of financial and other information on a timely basis.

18. Breaches of the Code of Conduct

Contractors, consultants and employees should note that breaches of certain sections of this Code of Conduct may be punishable.

The process for disciplinary action is outlined below and in relevant agreements.

If a Contractor, consultant or employee has any doubts or concerns as to whether a specific behavior is allowed or not, or has any questions in relation to this Policy, the Contractor, consultant or employee should immediately contact Management, the CFO, or the CEO to seek clarification.

The Management, the CFO, or the CEO should ensure that the board or a committee of the board is informed of any material breaches of the Code of Conduct.

19. Reporting

When a supervisor becomes aware of any conduct that may constitute a breach of this Policy or an inappropriate conduct by a management representative, contractor, consultant or employee, he or she is obliged to report such violation without undue delay to the CEO, or in case CEO violates the Policy, report may go to the Chairman.

The management shall ensure that all contractors, consultants or employees are also aware of Company's whistleblowing mechanisms (see the Whistleblower Policy).

Where there is a sufficient evidence and legal or regulatory obligations exist, breach of this Policy and bribery and corruption related incidents (including those involving employees) must be reported immediately to the immediate Supervisor or Managing Director (in case related to immediate Supervisor).

Following an independent enquiry and investigation by the Management/CEO/Chairman, appropriate action will be taken against the person responsible for the breach. Breaches of this Code of Conduct may lead to disciplinary action, which may include dismissal.

20. Reporting Matters of Concern

Employees are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Managing Director or Company Secretary without fear of retribution.

21. Review

The Board will review the Code of Conduct every two years to confirm its effectiveness and whether any changes are required to the Code.