VERIDAPT

Code of Business Conduct

The VERIDAPT Code of Business Conduct ("Code") is the company's principal corporate governance policy. The Code governs the conduct of VERIDAPT and its subsidiaries (the "Group" or the "Company"), its directors, employees, consultants, and all other people when they represent the Group. For ease of reference all such people are referred to as "Employees" in this Code.

The purpose of this document is to provide guidelines whilst representing VERIDAPT and its subsidiaries so that the company can be successful in its mission while upholding high standards of behaviour, honesty, integrity and fairness.

Guiding Principles

- To always honor and respect the local laws in all our markets.
- To maintain close relationships with our customers through communication and co-operation and not through directly or indirectly granting any personal or commercial favors.
- Not seeking personal profit or favours through our commercial dealings.
- To avoid personal conflicts of interest between ourselves, suppliers, customers, and competitors. Where such conflicts are perceived to exist to disclose them as soon as we are aware.
- Protect the intellectual property and confidential information shared or obtained from our customers and suppliers.
- To report to the CEO any behaviour that is not in line with our objectives and guidelines.
- Seek guidance or advice from the CEO if there is uncertainty about the behaviour.

Behavior Guidelines

The guiding principles should be considered in all our relationships and interactions, but some specific guidance is provided below. A rule of thumb - refrain from doing anything that you are uncomfortable with or would be concerned about becoming public knowledge.

Any breach of applicable laws, prevailing business ethics moral rights, intellectual property rights or other aspects of this Code will result in disciplinary action. Such disciplinary action may include reprimand, formal warning, demotion, or termination of employment.

Similar disciplinary action will be taken against any supervisor or manager who directly approves (and/or condones) such breach or has knowledge of the breach and does not immediately take appropriate remedial action to remedy the breach.

All Employees must report immediately any circumstances which may involve deviation from this Code to an appropriate senior executive or Director.

A. Fair and safe employment

The following principles apply:

- Employees are not to be discriminated against based on their race, beliefs, age or gender.
- Employees are not to be harassed, bullied, or enticed in an inappropriate, unethical or unlawful manner.
- Employees are entitled to fair and reasonable treatment by their supervisors and all other Employees.
- Employees are to be provided with a safe work environment that complies with the relevant Work Health and Safety laws.
- Employees should not be placed in danger nor asked to carry out tasks for which they have not been properly trained.
- The company has an uncompromising commitment to achieving its goal of Zero Harm in the workplace.
- The company is committed to acting in an environmentally responsible manner which promotes sustainability of our business in the community.

B. All employees must:

- Conduct the business of the Group with the highest level of business ethics and integrity.
- Act in a socially responsible manner which respects and supports community values and expectations.
- At all times, act ethically, honestly, responsibly, and diligently; in full compliance with the letter and spirit of the law and this Code; and in the best interest of the Group and shareholders.
- Not breach any license agreements or third-party moral rights or intellectual property rights
- Not use electronic equipment for communication or viewing or storage of images and information of an offensive or illegal nature.

C. Client entertainment and meals

VERIDAPT employees with company credit cards are authorised to pay for meals and drinks for customers, suppliers and partners in legitimate relationship building or practical circumstances under the following provisos:

- You check if the customer, supplier, or partner can have their meal paid for.
- Never offer meals or drinks in direct exchange for anything either explicit or implied.
- The meal is the result of a company-sanctioned event such as a trade show or meeting.
- The costs are ‘reasonable’. Reasonable will depend upon the location and options available but a test to apply is ‘would any stakeholders in the relationship be troubled by the venue and expenditure?’
- Any consumption of alcohol is moderate and part of a meal. Explicit approval from the customer, supplier or partner must be sort before purchasing alcohol.
- Alcohol is not to be consumed if there is any return to work.

- No other forms of entertainment are authorised.

D. Promotional items and gifts

VERIDAPT can offer promotional items of low value (<$50) such as pens and notepads, in the following circumstances:

- At tradeshows
- At VERIDAPT hosted events
- To suppliers
- To partners
- In Australia promotional items cannot be offered to current or potential customers outside of tradeshows or VERIDAPT hosted events i.e. at their premises or property.
- In international markets low value promotional items and gifts can be offered to customers on their premises as per the local custom but a conservative approach is always best.
- The $50 limit applies to all promotional items and gifts in Australia or internationally.
- Never offer promotional items or gifts in direct exchange for anything either explicit or implied.

E. Sponsored or subsidised travel and accommodation

VERIDAPT can offer subsidised travel and accommodation in very limited circumstances with approval from the CEO. Sponsored travel and accommodation is primarily intended to facilitate VERIDAPT partners such as installers attending product familiarisation and training sessions.

Other circumstances where sponsored or subsidised travel and accommodation can be granted under strict conditions to suppliers or customers are:

- Facilitating User Group attendance
- Training
- Product launches

In these circumstances extreme care must be taken in the offer of sponsored travel and written approval from the recipient received before seeking approval from the CEO. PLEASE NOTE: Most customers will not be authorised to accept travel and accommodation offers make sure you check and are aware of the customers guidelines.

F. Confidential data

All information and data received from customers, suppliers and partners should be assumed to be confidential as a default. This is to minimize any opportunity for unintended breaches of confidential data.

- Where a formal Non-Disclosure Agreement (NDA) is in place all terms of the agreement must be followed.

- Confidential data is only to be stored on VERIDAPT computers, servers, and backup drives.
- Hard copies of confidential data are to be securely stored and disposed of.
- Any distribution outside of the authorised recipients must be explicitly authorised in writing by the owner of the data as per the terms of any NDA or contract and if no explicit advice exists authorisation via email at a minimum.
- The terms of any Requests for Information or Tenders regarding information disclosure must be identified and abided by.

G. Protection of VERIDAPT's assets

- Employees are responsible for taking all prudent steps to ensure the protection of Group assets and resources.
- Employees must ensure that Group assets and resources are used only for the purposes of the Company and in accordance any appropriate authorisations.
- Approval for the disclosure of any VERIDAPT IP must be made by the team lead who owns the IP. They will determine the level of protection required. i.e. NDA.
- Any suspected unauthorised disclosures of VERIDAPT IP must be reported to the CEO.

H. Accepting entertainment

VERIDAPT staff can accept meals and drinks to build relationships under the following provisos:

- Never accept meals or drinks in direct exchange for any favour or consideration.
- The 'reasonableness' test for cost is applied. If this test would be breached please politely decline citing company policy.
- Alcohol consumption is moderate and high standards of professionalism are maintained.
- There is no return to work after alcohol consumption.
- The nature of the meal would not trouble any stakeholders in the relationship if made public.
- No other forms of entertainment can be accepted without CEO approval.

I. Accepting promotional items and gifts

VERIDAPT staff can receive promotional items of low value (<$50) such as pens and notepads, in the following circumstances:

- At tradeshows
- At VERIDAPT hosted events
- At supplier or partner hosted events
- In Australia promotional items cannot be accepted from customers. If offered, please politely decline citing company policy.
- In international markets low value promotional items and gifts can be received as per the local custom but a conservative approach is always best.
- The $50 limit applies to all promotional items and gifts received in Australia or internationally. If you believe the gift exceeds this value, please politely decline citing company policy.
- If a gift from a supplier is sent to VERIDAPT or provided to the company and not to an individual - for example Christmas hampers from suppliers - it may be accepted,

and the CEO advised. A determination will be made based on the relationship and value. If excessive >$200 then it may be returned. Otherwise, the gift may be received and the supplier thanked and notified that it is company policy not to accept such gifts in the future and that a $50 value limit applies.

- Promotional items and gifts can never be accepted in direct exchange for any favour or consideration.

J. Conduct Overseas

VERIDAPT staff traveling overseas on business are expected to maintain high levels of professionalism at all times. As local customs vary a conservative 'common sense' approach is to be applied:

- All local laws must be abided by even if local custom may breach a law.
- Respect for local cultures maintained and a cautious and conservative approach to non-business-related conversations is undertaken.
- Obvious topics to avoid are politics and religion but care should always be taken in all discussions. Be polite at all times.
- Gifts and gratuities may be central to the local custom but the company policy must be adhered to unless approval from the CEO is granted.

K. Unauthorized Public Statements

The following principles apply:

- Employees must not, without proper authority, directly or indirectly state that they are representing VERIDAPT or its public position in respect of any matter.
- Employees must not directly or indirectly engage in any activity which could by association cause the Group public embarrassment or other damage.
- The primary spokesperson for the company is the CEO.
- The Chair may act as the spokesperson should the CEO and Chair agree that the circumstances may warrant the Chair's comments.
- In certain circumstances these representatives may delegate their authority to another senior employee who has the necessary skills to represent the company. (for example, the CFO is requested to provide financial data).

L. Conflict of Interest

The following principles apply:

- Employees must not use their position for personal benefit independent from the business of the VERIDAPT Group or to benefit any other business or person.
- Employees must not take advantage of any property or information belonging to VERIDAPT, or opportunities arising from those, for personal benefit independent from the business of or to benefit any other business or person.
- No Employee, or any family member or companion over which the Employee has influence, may directly or indirectly have any equity interest in, or have a significant beneficial connection with, any business or individual which competes with, is a supplier, customer of the VERIDAPT Group without the prior written consent of the CEO or his nominee. Passive shareholdings are excluded from this provision.
- Employees must not engage directly or indirectly in any outside business activity involving commercial contact with, or work for the benefit of, Group customers,

suppliers, or competitors without the prior written consent of the CEO or his nominee.

- Employees have a duty to notify the CEO or the Chair of any actual or potential conflict of interest.

M. Use of Inside Information

The following principles apply:

- Employees must not disclose confidential VERIDAPT Group information to any third party without the prior written consent of the CEO.
- Employees must maintain the confidentiality of all Company documents and must not disclose any information contained within the documents to any third party without the prior written consent of the CEO.
- Employees must not use Group information for the purpose of directly or indirectly obtaining personal gain.

N. Non-disparagement

Employees must not (and must ensure that their associates and related bodies corporate do not), directly or indirectly, intentionally or innocently, make or broadcast any comment which does or might have the effect of disparaging or otherwise bringing into disrepute any other party, the Company or the Business in any way.

DISCIPLINARY PROCEDURE

Failure to comply with the guidelines in Code of Conduct will result in appropriate disciplinary actions, up to and including termination of employment. This includes first written warning which notifies the employee in writing as to the reason for the misconduct and the expected behaviour for improvement. If the employee's conduct fails to improve as stipulated in the first warning, or if the further offence occurs, a second written warning will be issued, and possible consequences will be communicated. If the conduct is still unsatisfactory or a further serious offence occurs, a final written warning will be issued and will result in dismissal. The Employees can respond and seek for clarifications to the warnings throughout the disciplinary procedure.

Employees who engage in serious misconduct such as theft, fraud, bribery, illegal behaviours, or a material conflict of interests will terminate immediately for cause.

Responsibilities

- Employees should read and understand the terms of this policy, and where unsure or seek clarification where they are concerned that work or activities are contra to the behaviours and expectations outlined.
- Managers have a responsibility to monitor and manage their teams to ensure compliance of this policy in the behaviour and work of their team.
- Further information and clarification can be obtained from a member of management or People & Culture.

Further Information

If you require any further Information on this policy please speak with the People & Culture team.

Authorised by:



Carlie Herbert
Chief People Officer

HISTORY			
Version:	**Date:**	**Action:**	**By:**