



Eclixp Group Limited

Code of Conduct

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CODE OF CONDUCT

ECLIPX GROUP LIMITED (THE COMPANY)

1. Introduction

1.1 Background

The Company is committed to maintaining ethical standards in the conduct of its business activities. The Company's reputation as an ethical business organisation is important to its ongoing success. The Company expects you to be familiar with and have a personal commitment to meeting these standards. These standards go beyond mere compliance with laws and regulations. They also embrace the values which are essential to the Company's continued success.

1.2 Purpose

This Code of Conduct (Code) clearly states the standards of responsibility and ethical conduct expected of you as a director or employee of the Company. It applies to all directors and employees of the Company, and where relevant and to the extent possible, consultants, secondees and contractors of the Company.

The Code requires you and, where relevant and to the extent possible, consultants, secondees and contractors of the Company to adhere to the law and various policies of the Company referred to in this Code. The standards set out in this Code cannot, and do not try to, anticipate every situation which may pose a legal, ethical or moral issue. Therefore, the Code is not a prescriptive set of rules for business behaviour, but rather a practical set of principles giving direction and reflecting the Company's approach to business conduct.

You need to exercise sound judgment when evaluating an issue of business conduct. If you are in any doubt, you should seek advice

before taking any action which may compromise yourself or the Company.

2. The Company's business ethics

2.1 Openness, honesty, fairness, integrity and in the best interests of the Company

You must conduct yourself with openness, honesty, fairness, integrity and in the best interests of the Company in all business transactions and in all dealings with others including customers, suppliers, shareholders, employees, joint venture partners, creditors, financiers, the financial markets, governments and the general public.

This means that you:

- (a) must not make promises or commitments which to your knowledge the Company is unable to, or does not intend to honour;
- (b) must ensure that all business decisions with customers and suppliers are made solely on sound commercial grounds having regard to the quality, price and service;
- (c) must not use the Company's name or your position for personal gain or in competition with the Company;
- (d) must act with due care and diligence in fulfilling the functions of your office or employment; and
- (e) should not engage in conduct which may bring discredit or disrepute upon the Company.

2.2 Giving and accepting business courtesies

You must not give, seek or accept in connection with the Company's operations any gifts, meals, refreshments and entertainment which goes beyond common

courtesies associated with ordinary and proper course of business. You must avoid everything that could reasonably be construed as a bribe or improper inducement.

Any gift, entertainment or other personal favour or assistance that you give or receive (broadly referred to as a 'gift') which has a value in excess of A\$100 per person (or any other amount determined and announced by the Board) must be approved by the CEO (or in the absence of the CEO, the CFO) and entered into the gifts register maintained by the Group Compliance Manager. Any gift not declared may be viewed as a bribe.

The rationale for this restriction is that the offer or acceptance of a gift can create an obligation or be construed or used by others to allege favouritism, discrimination, collusion or similarly unacceptable practices by the Company.

Further detail can be found in the Company Gifts and Hospitality Procedure.

2.3 Financial and other inducements

You must not make any payments or payments in kind (gifts, entertainment etc.) to a government official, individual, organisation or corporation to influence the award of business opportunities to the Company or make business decisions in the Company's favour.

Offering a bribe to a government official and the receipt of a bribe by a government official is prohibited under Australian and New Zealand law and the laws of most countries. Australia and New Zealand are signatories to the OECD Convention Combating Bribery of Foreign Public Officials in International Business Transactions and have enacted legislation prohibiting the offering of anything of value to foreign public officials which enables the prosecution of citizens and corporations for the bribery of public officials in other countries.

A contravention of anti-bribery legislation has serious consequences, such as imprisonment or fines.

2.4 Mutual respect

You are expected to treat with courtesy and respect your colleagues, joint venture partners, customers, shareholders and anyone else with whom you interact in your work.

2.5 Ethical conduct

You must act ethically in your approach to business decisions.

In negotiating and administering contracts and other business relationships, you are expected to be fair and reasonable. You must not behave in any way that is, or might be construed as being harsh, oppressive, unconscionable, unethical, coercive or dishonest.

3. Business and personal conduct

3.1 Compliance with laws and regulations

You must comply with all laws and regulations relating to your business conduct and the Company's operations. This includes being familiar with the duties and responsibilities applying to you under the laws relevant to the Company and in the context of your role in the Company.

Any activities carried out by yourself or the Company outside Australia and New Zealand must comply with the foreign laws which may apply to any activities or operations.

Each member of the leadership team is required to ensure that they are aware of the legal obligations and requirements that impact their areas of responsibility.

The laws that govern the Company's business activities may be complex. You are encouraged to contact the Company Secretary if you are unclear about laws or regulations relating to your work. There can be no justification for knowingly breaking the

law or for choosing to be uninformed about the law. Good motives are not an excuse for committing illegal acts.

3.2 Trading in Shares

Australian and New Zealand law prohibits dealing in the shares of a company while in possession of "inside information". "Inside information" is information that is not generally available and if it was available, a reasonable person would expect it to have a material effect on the price or value of company shares.

You must not (and must not cause another person to) trade in the Company shares or the shares of any other company to which the information relates on the basis of inside information or pass inside information onto some who might use inside information to trade in the Company shares or any other company to which the information relates. A breach of insider trading provisions may result in criminal prosecution.

Any trading or other dealing in the Company shares must be done in accordance with the Securities Trading Policy. If you have any doubt, you should contact the Company Secretary.

3.3 Privacy and Intellectual property

You may have access to records which contain information that may be of a personal nature, or that the Company has obtained to assist in the management of the business. This information is private and confidential and may not be disclosed to any unauthorised third party.

All intellectual property that you generate in relation to the Company and its activities is the property of the Company. You are responsible for protecting the Company's intellectual property rights.

3.4 Confidentiality and control of information

You must ensure that you do not disclose any Confidential Information or Proprietary

Information to any third party or other employee who does not have a valid business reason for receiving that information.

"Confidential Information" in this context means information that the Company considers private and that is not generally available outside the Company.

"Proprietary Information" in this context means information that the Company owns, develops, pays to have developed or to which it has an exclusive right.

If Confidential Information or Proprietary Information is required to be provided to third parties or other employees for valid business purposes, the Company and its employees must:

- (a) take adequate precautions to ensure that the information is only used for those purposes for which it is provided and is not misused or disseminated to the Company's detriment; and
- (b) ensure that the information is returned or destroyed when the purpose is complete.

Such precautions include obtaining a confidentiality agreement or other undertaking. Advice about these measures can be obtained from the Company Secretary.

You must:

- (a) return all Company property including any documents or Confidential Information or Proprietary Information, on termination or on the request of the Company or its representative; and
- (b) if requested by the Company or its representative, destroy or delete any Confidential Information or Proprietary Information stored in electronic, magnetic or optical form so that it cannot be retrieved or reconstructed.

3.5 Identification and notification of material price sensitive information

As soon as an employee or director becomes aware of material price sensitive information which has not been previously released by the Company, he or she should immediately notify the Company Secretary.

3.6 Corporate opportunities

You must not, without written approval of a member of the leadership team, pursue or take personal advantage of any business opportunities which arise as a result of your position within the Company or the use of the Company's property or information where such an opportunity would be to the detriment of the Company.

3.7 Financial integrity

The Company has stringent financial accounting procedures that are overseen by management, the Audit & Risk Committee and the external auditor. Therefore:

- (a) the use of Company funds or assets for any unauthorised or unethical purpose, including for the advantage of others, or to cause loss to the Company is prohibited. No undisclosed funds or assets of the Company have, or will be, maintained or established for any purpose;
- (b) no false or misleading entries may be made in the books or records of the Company for any reason; and
- (c) no payment on behalf of the Company may be made or approved on the understanding that it will or might be used for something other than the stated purpose.

You must ensure that:

- (a) the Company's financial books, records, reports and statements properly document all assets, liabilities, and revenue; and

- (b) expenses accurately reflect all transactions of the Company and are retained in accordance with the Company's policies and all applicable laws and regulations.

3.8 Personal conduct

You are expected to adhere to the following standards of personal conduct:

- (a) act honestly, in good faith and in the best interests of the Company as a whole;
- (b) use due care and diligence in fulfilling the functions of your position and exercising the powers attached to your employment;
- (c) recognise that you have a responsibility to the Company and its shareholders as a whole;
- (d) attend and undertake your work without being under the influence of drugs, alcohol or other substances or being distracted by personal business or other interests; and
- (e) protect any Company assets under your control and not use them for personal purposes, without the Company's prior approval.

3.9 Business agreements and contracts

The Company expects to compete fairly and ethically for all business opportunities. If you are involved in the negotiation of agreements on behalf of the Company or an entity controlled by the Company:

- (a) you must ensure that you act in accordance with the law;
- (b) all statements, communications and representations made to customers, suppliers, partners, competitors and others with whom you undertake business transactions, should be accurate and truthful and must not be misleading or deceptive;

- (c) all appropriate approvals must be obtained before any agreements are executed; and
- (d) you acknowledge that the Company is committed to meeting all of its contractual obligations and accordingly you are expected to know, understand, and honour the terms of the Company's contractual obligations that are relevant to your role.

3.10 Gathering information on the company's competitors

While the Company acknowledges that an understanding of the market, and therefore its competitors, is essential in undertaking business, gathering this information should be done legally and ethically. Information should not be gained through unlawful or deceitful means.

3.11 Avoiding or managing conflicts of interest

A conflict of interest arises when a person is in a position which requires them to balance their own interests or the interests of others (such as friends or relatives) against the interests of the Company. You must fully and promptly disclose to the Company any private or other business interests or other matters which may lead to potential or actual conflicts of interest.

If you have any doubt about conflicts of interest, you should contact the Company Secretary, in the case of directors and a member of the leadership team, or your manager in the case of any other employee.

3.12 The financial community

The Company is committed to delivering shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders and the financial community generally. The Company aims to comply with the systems of control and accountability in place as part of

its corporate governance in accordance with the ethical standards referred to in this Code.

4. Equal employment opportunity

The Company actively supports the principle of equal employment opportunity regardless of race, colour, family status, employment status, religion, political opinion, national origin, sex, age, disability, marital status, sexual orientation or ethical beliefs and expects its senior management and employees to practise and support this principle.

The Company's policy is to avoid discriminatory practices of any kind and to make employment and career decisions strictly on the basis of individual ability, performance, experience and Company requirements.

The Company believes that every individual has the right to dignity and respect in the workplace. Therefore, the Company regards any discrimination, vilification, sexual harassment, bullying and victimisation as unacceptable behaviour. Such behaviour is unacceptable regardless of whom the perpetrator is and includes behaviour that occurs:

- (a) in the workplace, including work outside normal working hours;
- (b) during work activities, including dealing with customers; and
- (c) at work related-functions, including conferences and social functions.

The Company's suppliers and customers are also expected to comply with this standard of behaviour and the Company will take appropriate action if suppliers or customers engage in any unacceptable behaviour.

4.2 Responsibilities

The Company has a legal responsibility to prevent harassment, discrimination, bullying and victimisation. Accordingly, everyone who works at the Company is responsible for

ensuring they are familiar with this Code, comply with this Code and take part in regular Company training. The same laws provide that employees must not harass, unlawfully discriminate, bully or victimise other persons and must take reasonable care to protect their own safety at work. This means that employees need to take responsibility for their own actions.

Employees should also provide support to colleagues who may have been subject to unacceptable behaviour at work. A 'bystander' is a person who has witnessed or become aware of potentially unacceptable behaviour at the Company. The Company encourages bystanders to support such colleagues, including by

- (a) 'calling' unacceptable behaviour when it is seen;
- (b) spotting offending behaviour and asking the colleague if they are okay;
- (c) supporting the colleague by providing them with information about this policy and avenues for raising their concerns; or
- (d) reporting the conduct to the Human Resources Department.

To the extent possible, the Company will take steps to preserve a bystander's anonymity. In addition, bystanders are protected by the victimisation provisions in this Code (see further below).

People who work in supervisory or managerial positions at the Company must also take all reasonable steps to ensure that the workplace is free from unacceptable behaviour. This means supervisors or managers have a responsibility to monitor the working environment to ensure compliance with this Code, model appropriate behaviour and treat complaints seriously (and take steps to resolve them in accordance with the Company's Grievance Resolution Procedure).

All employees at the Company are also responsible for ensuring that at no time in providing services to customers an unacceptable ground or attribute of discrimination is used to decide whether the service is to be provided, the type of service to be provided or the manner in which the service is to be provided.

4.3 What is discrimination?

Discrimination can happen either directly or indirectly and the legal definition differs in different states. Direct discrimination occurs when a person is treated (or is proposed to be treated) less favourably, or unfavourably, because of any of the grounds or attributes listed below. Indirect discrimination occurs when there is an unreasonable rule, requirement or practice which appears neutral, but which will (or is likely to) disadvantage people with an attribute or ground listed below, or with which a high proportion of people with an attribute or ground listed below cannot comply.

Accordingly, discrimination based on any of the following grounds or attributes is (subject to legislative exceptions) unacceptable at the Company and may also breach federal and/or state legislation (as set out further below):

- (a) sex;
- (b) marital status;
- (c) pregnancy and potential pregnancy;
- (d) race, colour or national origin;
- (e) religion;
- (f) political beliefs;
- (g) disability, illness or injury;
- (h) industrial activity and trade union membership;
- (i) sexual orientation and lawful sexual activity;
- (j) gender history, gender identity, transgender and transsexual status;

- (k) carer status or family status/responsibilities;
- (l) physical features;
- (m) breastfeeding;
- (n) age;
- (o) personal association (whether as a relative or otherwise) with a person who is identified by reference to any of the above attributes;
- (p) employment activity; and
- (q) ethical beliefs.

Legal action can be taken against individuals who breach this legislation, as well as against the Company.

Examples of discrimination include:

- (a) offensive 'jokes' or comments about another person's racial or ethnic background, sex, sexual preference, age, disability, and the like;
- (b) display of pictures, calendars, pin ups, posters, computer images (e.g. in electronic mail messages or posts on social networking sites to which work colleagues have access) etc. which are offensive or derogatory;
- (c) expressing negative stereotypes of particular groups, for example, 'married women shouldn't be working';
- (d) judging a person on characteristics such as religious or political beliefs, cultural practices, sex or age rather than work performance; or
- (e) using stereotypes or assumptions when making decisions about a person's career.

In some situations the legislation may provide exceptions to discrimination or permit what would otherwise be unlawful discrimination. In these circumstances discrimination will be permissible. For example, while it is unacceptable to

discriminate against a person with a disability, what would otherwise be unlawful discrimination may be justified if the person cannot perform the inherent requirements of their position.

4.4 What is sexual harassment?

A person sexually harasses another person if they engage in unwelcome conduct of a sexual nature and a reasonable person, having regard to all the circumstances, would have anticipated the possibility that the other person would be offended, humiliated or intimidated.

'Conduct of a sexual nature' can include:

- (a) subjecting a person to any act of physical intimacy;
- (b) making, orally or in writing, any remark or statement with sexual connotations to a person or about a person; and
- (c) making any gesture, action or comment of a sexual nature.

Sexual harassment includes workplace behaviour or behaviour in connection with work, for example, at an end-of-year party or at a work function outside of work hours. It is unwelcome behaviour which is offensive from the viewpoint of the person being harassed. It does not matter that the offender did not mean or intend to sexually harass the other person. In other words, an offender's 'innocent intent' is irrelevant.

Sexual harassment may involve:

- (a) displays of sexually graphic material including posters, pictures, calendars, cartoons, graffiti or messages left on boards or desks;
- (b) electronic mail messages, voice mail messages, screen savers, any material of a sexual nature downloaded from the internet, or viewed on a computer, offensive telephone calls, faxes, or gifts;
- (c) deliberate and unnecessary physical contact, such as patting, pinching, fondling or deliberately brushing

against another body, attempts at kissing;

- (d) leering or staring at a person's body;
- (e) inappropriate 'humour' such as smutty or sexist jokes or comments;
- (f) innuendo, including sexually provocative remarks, suggestive or derogatory comments about a person's physical appearance, inferences of sexual morality or tales of sexual performance;
- (g) repeatedly asking someone out (including via text message, Facebook, Twitter or other on-line communication), especially after prior refusal; and
- (h) intrusive inquiries into a person's private life or in reference to a person's sexuality.

Sexual harassment (including the above examples) is not only in breach of this Code, but may also breach federal and/or state legislation (as set out further below). Legal action can be taken against persons who breach this legislation, as well as against the Company.

Sexual harassment is not behaviour which is based on mutual attraction, friendship and respect. If the interaction is consensual, welcome and appreciated, it is not sexual harassment. The Company may decide that behaviour breaches this Code even if a complaint has not been raised. For example, storing and viewing sexually explicit images on a computer at work may constitute sexual harassment under this policy, even if a complaint has not been made against the offender. This behaviour is still unacceptable at work, even if it is not unlawful, and may result in disciplinary action being taken, including termination of employment.

4.5 What is bullying?

Bullying involves repeated unreasonable behaviour towards a person which creates a

risk to that person's health and safety, regardless of whether or not the behaviour was intentional or unintentional. Unreasonable behaviour is that which victimises, humiliates, undermines or threatens the person being bullied, or would reasonably be expected to do so.

Bullying can include behaviour such as:

- (a) verbal or written abuse (e.g. being sworn at, threats, insults, continual criticism, name calling, practical jokes, unjustified threats of dismissal);
- (b) direct violence including physical assault and harassment;
- (c) threatening body language;
- (d) unreasonably undermining work performance, deliberately withholding work-related information or resources, or deliberately supplying incorrect information;
- (e) constant, intrusive surveillance or monitoring; and
- (f) inappropriate interference with personal belongings or work equipment.

Bullying does not include:

- (a) genuine and reasonable disciplinary procedures;
- (b) constructively delivered feedback or counselling that is intended to assist employees to improve their work performance or the standard of their behaviour. For example, objective comments which indicate observable performance deficiencies;
- (c) directing and controlling how work is done (a fundamental right of all employers); or
- (d) any other reasonable management action.

Bullying is not only against this Code, but may also breach federal and/or state legislation (as set out further below). Legal action can

be taken against persons who breach this legislation, as well as against the Company.

4.6 What is victimisation?

Victimisation means subjecting, or threatening to subject, someone to a 'detriment', because they propose to, have, or are believed to have, under this Code, equal opportunity legislation or workplace health and safety or industrial legislation:

- (a) asserted their rights under this policy, or the relevant legislation;
- (b) alleged that another person has breached this policy or the relevant legislation; or
- (c) assisted someone in raising an issue.

A 'detriment' in employment can include demotion, dismissal, transfer, suspension, loss of a benefit, being ostracised from work or work related social functions, or being the subject of gossip or innuendo.

Victimisation is not only against this Code, but may also breach federal and/or state legislation (as set out further below). Legal action can be taken against persons who breach this legislation, as well as against the Company.

4.7 Breaches

Instances of unacceptable behaviour may lead to disciplinary action, including termination of employment or the ending of an engagement or relationship with the Company. Employees may access the Company's Grievance Resolution Procedure to address their concerns about inappropriate workplace behaviour in breach of this Code.

The use of any medium (including email or the Internet) to disseminate material which is sexually explicit, defamatory, vulgar, or racist is prohibited. The use of Company facilities to access material which is sexually explicit, defamatory, vulgar, or racist is also prohibited. These policies apply to you regardless of your position.

4.8 Anti-discrimination, vilification and sexual harassment legislation

Currently, the following legislation is in force:
Australia:

- (a) Federal: Age Discrimination Act 2004 (Cth), Disability Discrimination Act 1992 (Cth), Racial Discrimination Act 1975 (Cth), Sex Discrimination Act 1984 (Cth)
- (b) NSW: Anti-Discrimination Act 1977 (NSW)
- (c) ACT: Discrimination Act 1991 (ACT)
- (d) Victoria: Equal Opportunity Act 2010 (Vic)
- (e) Queensland: Anti-Discrimination Act 1991 (ACT)
- (f) Western Australia: Equal Opportunity Act 1984 (WA)
- (g) Tasmania: Anti-Discrimination Act 1998 (TAS)
- (h) Northern Territory: Anti-Discrimination Act 1992 (NT)

New Zealand:

- (a) Human Rights Act 1993
- (b) Employment Relations Act 2000
- (c) Health and Safety at Work Act 2015

4.9 Health and safety

The Company is committed to protecting the health and safety of its employees, visitors and the public. The Company expects and requires you to comply with Health and Safety laws and Company policies, including your obligation to report any hazardous conditions in the workplace and any workplace incidents or accidents.

4.10 Other policies regulating employee behaviour

The Company has policies and procedures which govern conduct of its business and operations. All senior management and employees are expected to make themselves familiar with the Company's policies and procedures and to adhere to those policies in

conducting business or operations on behalf of the Company.

You are also expected to know, and always act within, the limits of your authority to speak on behalf of the Company and to commit the Company to business transactions or to make other commitments on behalf of the Company.

5. Other matters

5.1 Compliance

It may be difficult to always ensure compliance with this Code and therefore the cooperation of every person is required. If you suspect that any behaviour/conduct that is in breach of applicable law or this Code has occurred, or are concerned that any behaviour/conduct by any director, officer or employee may be in breach of applicable law or this Code, you should contact the Chair of the Audit & Risk Committee, the Company Secretary, the Group Compliance Manager or the Company's auditors. Details of any concerns and the identity of any persons making the report will be treated confidentially. Any matter reported will be handled promptly and in a manner that ensures the individual is not disadvantaged for reporting their concerns. For full details, please see the Company's Whistleblowers Policy. Employees may receive training on how to comply with this Code.

5.2 Consequences for breaching the Code

All suspected breaches of this Code will be thoroughly investigated by the Company. If these investigations reveal breaches of the Code, appropriate disciplinary and remedial action will be taken, depending on the nature of the breach. This will range from providing the director, officer or employee with training, coaching and counselling through to formal warnings and/or to termination.

The Company reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law.

5.3 More information

If there are any questions regarding any aspect of this Code, please contact the Group Compliance Manager or Company Secretary.

5.4 Amendment of Code

This Code can only be amended with the approval of the Board.

5.5 Adoption of Code and Board review

This Code was adopted by the Board on the date specified in the table in paragraph 6, and takes effect from that date and replaces any previous Code in this regard.

The Board will review this Code periodically. The Company Secretary will communicate any amendments to employees as appropriate.

6. Document control

Version	Management Approval	Board Approval
1.0	Doc Klotz / 19 March 2015	26 March 2015
1.1	Doc Klotz / 17 October 2016	24 October 2016