



# **CODE OF BUSINESS CONDUCT AND ETHICS**

# Contents

1	Introduction .....	3
2	Compliance with Laws.....	3
3	Responsibility to the Company .....	3
A.	Conflicts of Interest .....	3
B.	Corporate Opportunities .....	4
C.	Protections and proper use of company assets.....	4
1.	Property and Equipment.....	4
2.	Confidential and Proprietary Information.....	5
3.	Information Resources .....	6
D.	Entertainment, gifts and gratuities.....	6
E.	Books and records .....	6
F.	Responding to enquiries from the media and others.....	7
4	RESPONSIBILITY TO EMPLOYEES .....	7
A.	Respecting one another.....	7
B.	Safety in the workplace .....	7
C.	Equal employment opportunity and non-discrimination .....	7
D.	Privacy .....	8
5	COMPETITION AND FAIR DEALING.....	8
A.	Antitrust and competition laws .....	8
B.	Bribery, kickbacks and fraud.....	10
6	INTERACTING WITH GOVERNMENTS .....	10
A.	Relationships with public officials .....	10
B.	Political contributions.....	10
7	IMPLEMENTATION OF THE CODE.....	11
A.	Seeking guidance .....	11
B.	Reporting violations.....	11
C.	Investigation of suspected violations .....	11
D.	Discipline for violations.....	11
E.	Waivers and amendments.....	12
F.	Acknowledgement.....	12

## **1 Introduction**

The organisation is committed to conducting our business in accordance with all applicable laws and regulations and in accordance with the highest standards of business conduct and ethics. The code helps each of us in endeavour by providing a statement of the fundamental principles and key policies and procedures that govern the conduct of our business.

The Code applies to all our directors, officers, employees and agents (collectively “employees”).

This Code cannot provide answers to all issues that may arise. Employees are encouraged to seek assistance from their supervisor or the Compliance Office if questions or concern arises with respect to any matter addressed in the Code. The Code is a statement of policies for individual and business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment.

## **2 Compliance with Laws**

The organisation upholds the letter and spirit of the laws in all locations in which our business operates and conducts transactions in full compliance with applicable laws and regulations. These are the conditions under which we compete, deliver value and act as responsible members of our communities. We are convinced of our ability to success honestly and expect all employees to abide by this conviction.

Employees are expected to comply with all applicable laws and regulations and to conduct themselves with the highest level of ethics and integrity. If local law conflicts with the requirements of this Code, the more stringent course should be pursued. Employees are encouraged to seek the advice of their supervisor or the legal advisors in case of any question.

## **3 Responsibility to the Company**

Employees are expected to dedicate their best efforts to advancing the Company’s interests and to make decision that affect the Company based on the Company’s best interests, independent of outside influences.

### **A. Conflicts of Interest**

The company expects employees to act ethically and honestly in the best interest of the company, including the handling of potential or actual conflicts of interest in personal and professional relationships.

A “conflict of interest” arises when an employee’s private interest interferes or even appears to interfere in any way with the Company’s interests. Such a conflict can arise when an employee takes an action or has an interest that may make it difficult to perform his or work objectively and effectively. Conflicts of interest also arise when an individual benefits as a result of his or her position in the Company.

It is not possible to describe every situation in which a conflict of interest may arise, but the following are examples of situations that may constitute such a conflict:

- An employee or family member receives an improper personal benefit as a result of the employee’s position with the Company
- An employee or family member has a financial interest in a transaction involving a Company competitor, customer or supplier.
- Owning or otherwise possessing, directly or indirectly, an interest in a competitor of, or a supplier, contractor or subcontractor doing business with the Company, except for securities of such entities that are traded on a recognised securities exchange or in the over-the-counter market, if the amount of such ownership does not exceed 5% of the outstanding amount of the class in such securities.
- An employee works in any capacity for, or serves as a director of, a competitor, customer or supplier while employed by the Company.
- An employee directs Company business to a supplier owned or managed by, or which employs, a relative or friend.

## **B. Corporate Opportunities**

Employees owe a duty to the company to advance its legitimate interests when the opportunity to do so arises. Employees who learn of a business or investment opportunity through the use of corporate property or information or his or her position in the Company, such as from a competitor or actual potential customer, supplier of business associate of the Company, may not participate in the business opportunity or make the investment without the prior written approval of the Compliance Officer or legal advisors. Such an opportunity should be considered an investment opportunity for the Company in the first instance. No employee may use corporate property, information or position for improper personal gain, or to compete with the Company.

### **C. Protections and proper use of company assets**

The Company assets include all the resources the Company maintains to conduct and plan our business. Among them are physical property and equipment, confidential information, intellectual property and other assets. Assets are used to promote the Company's interests and are never for personal gain. Employees are expected to protect the Company's assets and ensure their efficient use.

#### **1. Property and Equipment**

Employees must safeguard the Company's property and equipment and act to prevent careless or misguided use, waste, loss or theft, so that the Company can conduct business efficiently, compete successfully and be profitable. The Company's property and equipment may only be used for Company business. Incidental and occasional personal use of electronic mail and telephones are permitted, but such use should be minimised, as this use costs the Company in terms of time and money.

#### **2. Confidential and Proprietary Information**

Employees handle considerable information about business activities, Australia and plans that are of great value to the Company and that are not known to the general public or competitors. Sensitive information such as customer data, marketing or strategic plans and product specifications are examples of the Company's information that must be maintained as confidential and proprietary. Confidential information includes all non-public information that might be useful to competitors or others, or that could be harmful to the Company or those who do business with the Company if disclosed. Suppliers, business partners and customers regularly provide confidential information to the Company and trust that the information will be protected. Information received from third parties must be carefully safeguarded in accordance with good business judgement and practices as well as any applicable nondisclosure agreement(s). Unauthorised use or distribution of proprietary information is not allowed and could be illegal.

Employees who possess or have access to confidential proprietary information should

- Use the information only for business purposes and never for personal benefit or that of family members, friends or acquaintances.
- Carefully guard against disclosures of that information to people outside the Company. This requires discretion when speaking with family members, business or social acquaintances and when speaking in locations where the information can be overheard, such as public transportation, elevators or restaurants.

- Respect the privacy of customers, competitors and suppliers and never accept information obtained through unethical or inappropriate means.
- Safeguard against careless opportunity, and never leave confidential and proprietary information visible or unattended. Files should be kept locked and protected. All computer security requirements must be observed.
- Never discuss confidential information with competitors such as price policy, costs, product roadmaps and innovations, inventories, marketing, production plans and capabilities. Collaboration or discussion of these subjects may be illegal.

Employees must comply with the above requirements and those of any confidentiality agreements signed at the outset of employment. Company restrictions relating to confidential information remain in full force beyond the conclusion of an individual's employment unless the information subsequently enters the public domain through proper means.

In keeping with these policies, employees should never disclose to anyone within the Company any confidential information about his or her former employer.

### **3. Information Resources**

The Company's computer and network hardware, software and data are key components of our business. Employees are responsible for protecting these resources from damage, destruction, viruses, alteration, theft, fraudulent manipulation and unauthorised access, disclosure or use. Use of information resources is subject to the Company's electronic media and IT policies.

### **D. Entertainment, gifts and gratuities**

When involved in making business decision on behalf of the Company, employees' decisions must be based on uncompromised, objective judgement. Employees who interact with anyone conducting business with the Company (including suppliers, customers, competitors, contractors and consultants) must carry out such activities in the best interest of the Company based on consistent and unbiased standards.

Personal relationships, gifts, hospitality, or anything else of direct or indirect value must not be used to influence decisions.

## **E. Books and records**

Employees must complete all Company documents accurately, truthfully, completely and in a timely manner as well as comply with the Company's review and approval procedures.

This includes but is not limited to expense reports, time sheets, reporting of holiday or paid time off, payroll and service records, bills, equipment orders, or invoices and other financial data such as might be submitted to Company auditors or government agencies. These records are critical to the management of the business. False, misleading, or incomplete information undermines the Company's ability to make good decisions about resources, personnel and programs and, in some cases, violate the law.

Compliance with the Company's accounting and internal control procedures is mandatory. No undisclosed or unrecorded bank account, fund or asset may be established or maintained.

Employees must never create a false or misleading report or request to make a payment or establish an account on behalf of the Company with the understanding that any part of the payment or account is to be used for a purpose other than as described by the supporting documents.

Employees must never sign another's name or sign on behalf of anyone other than themselves, unless authorised to do so.

## **F. Responding to enquiries from the media and others**

The Company designates individuals as directly responsible for handling enquiries and questions regarding the Company and our business from the media, financial analysts or other members of the financial community, government officials or the general public. Employees are therefore instructed to refer any enquiries regarding our financial condition and statements and related matters, to their respective finance department. All enquiries concerning the Company from the media, financial analysts or the general public should be referred to the Company CEO. Enquiries from regulators or governmental agencies should be referred to the legal department.

# **4 RESPONSIBILITY TO EMPLOYEES**

Our organisation is actively competing in different environments with well-qualified employees from a variety of backgrounds. It is our employees' performance in all areas that earns and maintains our reputation. We promote and strive for an environment in which all employees can develop and perform to the best of their abilities.

#### **A. Respecting one another**

The way employees treat each other, and our work environment affects the way we do our jobs. All employees want and deserve a workplace where they are respected and appreciated.

Our Company highly values and respects our employees' diversity of backgrounds, skills and professional expertise. We encourage employees to value the diversity that our environment offers and expect everyone to treat all employees with respect and integrity.

#### **B. Safety in the workplace**

The safety of all employees is of the utmost concern for everyone. A safe working environment contributes greatly to good health. Employees must observe prescribed safety and health guidelines and notify their supervisors of unsafe working conditions, equipment or practices. Employees must also comply with all applicable laws, regulations and internal guidelines regarding environmental protection, handling of hazardous materials and disposal of waste.

#### **C. Equal employment opportunity and non-discrimination**

In addition to complying with applicable laws, it is the Company's policy to ensure equal employment opportunity without discrimination or harassment based on race, colour, national origin, citizenship, religion, marital status, gender, sexual orientation, age, disability or any other status protected by law.

All hiring and employment practices of the Company are to comply with law and regulations, guided by business considerations such as qualifications and capabilities. Recruiting and promotion is based purely on qualifications and not on personal relationships. Any action or practice which degrades employees or can reflect badly on the Company's reputation should be brought to the attention of an employee's supervisor, the human resources department or the legal department.

#### **D. Privacy**

The Company respects the privacy of all individuals. Personal information and other data that is collected from individual customers and consumers are subject to data protection laws. The Company collects and maintains personal information that relates to employment and follows all applicable laws and regulations regarding privacy and data protection.



Personal data may be collected, processed and used for legitimate business purposes only and may not be released outside the Company without appropriate consent and/or approval and may be released by human resources only. The Company reserves the right to release personal information for legitimate business purposes in accordance with applicable laws in carrying out Company affairs and authorised investigatory or legal requirements.

Each employee must take care to protect such information and data from inappropriate or unauthorised use of disclosure and to ensure compliance with applicable laws and regulations.

## **5 COMPETITION AND FAIR DEALING**

The Company succeeds on the basis and merits of our performance, compliant with laws and regulations, upholding this Code as our standard of business conduct and behaviour.

The Company depends on its reputation for quality, service and integrity. Employees are expected to deal fairly with the Company's customers, competitors and suppliers. Employees must never pursue unlawful or unethical means to gain unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material fact or any other unfair dealing practice.

### **A. Antitrust and competition laws**

The Company competes vigorously in all our business activities. The Company's efforts in the marketplace are always conducted in accordance with applicable antitrust and competition laws. While a full description of antitrust and competition laws is not possible within this Code, what follows is an overview of the types of conduct that are particularly to raise concerns.

#### **1. Conspiracies and collaboration among competitors**

Antitrust laws seek to, among other things, promote and preserve each competitor's independence when making decision on price, output and other competitively sensitive factors. Some of the most serious antitrust offenses are agreements between competitors that limit independent judgement and restrain trade, such as agreements to fix prices (as defined below), "rig" bids (as defined below), restrict output or control the quality of products, or to divide a market for customers, territories, products or purchases. The Company competes independently on the merits of our products, skills of our employees, services and performance. Employees should therefore not agree with any competitor on any of the aforementioned topics, as these agreements, either written or oral, are virtually always unlawful.

“Price fixing” is an agreement or understanding among competitors that maintain, raise, depress, “peg”, or otherwise stabilize prices. To be unlawful: (i) the companies involved do not need to possess market power; (ii) the agreement or understanding need not be effective; and (iii) the prices need not be unreasonable. Bid “rigging” is an agreement or understanding among competitors to fix, determine, or rig an otherwise competitive bidding process.

When dealing with competitors:

- Employees should not discuss prices or pricing policies, exchange price lists, or discuss any terms of sales. Employee should obtain all price information about competitors through legitimate means.
- Employees should not discuss current or planned production levels.
- Employees should not discuss contract bids, product content or marketing plans.
- Employees should not suggest, or agree, to sell or not to sell to any customers, class of customers, territories, or product markets.
- Employees should not unfairly disparage competitive products.

Based on legitimate business interests, employees may discuss matters involving legislation, government relations, environmental and safety regulation and position to be taken on other political issues. However, employees may not make marketing or pricing policies based on “industry agreement” or “industry policy”.

## **2. Distribution issues**

Relationships with customers and suppliers can also be subject to a number of antitrust prohibitions if these relationships harm competition. For example, it can be illegal for a company to affect competition by agreeing with a supplier to limit the supplier’s sales to any of the company’s competitors. Also, while a company generally can decide independently that it does not wish to buy from or sell to a particular person, when such decisions are reached jointly with others, it may be unlawful regardless of whether it seems commercially reasonable. The antitrust law on distribution issues is particularly complex, so before making any decision to (i) terminate a dealer/wholesaler, (ii) enter into an exclusive dealer relationship, or (iii) provide any favourable pricing or promotions to select dealers, employees should consult with the legal department.

## **B. Bribery, kickbacks and fraud**

The Company competes vigorously in all our business activities. The Company's efforts in the marketplace are always conducted in accordance with applicable antitrust and competition laws. While a full description of antitrust and competition laws is not possible within this Code, what follows is an overview of the types of conduct that are particularly likely to raise concerns.

### **1. Conspiracies and collaboration among competitors**

In dealing with employees, customers, suppliers, contractors, agents, competitors or government officials of any type or other employees, we conduct business with the utmost integrity. Employees must not offer, give or receive any type of bribe, kickback or payoff (whether in cash, in kind, or in any other form) to anyone in order to influence some decision affecting the Company's business or for the personal gain of an individual.

Employees must not offer, make, solicit or accept such prohibited payments either directly, through personal involvement, or indirectly, through a third party such as an agent or consultant acting on their behalf.

## **6 INTERACTING WITH GOVERNMENTS**

### **A. Relationships with public officials**

Special laws apply when dealing with public officials and employees who interact with public officials must understand and comply with these laws.

### **B. Political contributions**

Laws of certain jurisdictions prohibit a corporation such as Intellihub, from making political contributions. This includes monetary contributions (e.g. in the form of a corporate cheque or a purchase of tickets to a political fundraiser), as well as "in-kind" contributions (e.g. the use of Company funds, assets, services or facilities on behalf of a political party, candidate or political committee (e.g., a political action committee ("PAC") or ballot measure committee). Furthermore, it is Company policy that Intellihub as an enterprise does not endorse political candidates, parties or committees.

## **7 IMPLEMENTATION OF THE CODE**

#### **A. Seeking guidance**

This Code cannot and is not intended to answer all legal questions and expound all instances of ethical behavior. Situations may arise in which guidance must be sought to navigate a legal and an ethical course of action. Employees are encouraged to seek the guidance of their supervisor, human resources representative or legal representative if they have any questions or if they are doubtful about the appropriate course of action.

#### **B. Reporting violations**

Intellihub strongly encourages every employee who knows of or suspects a violation of applicable laws or regulations, The Code or the Company's related policies, including those relating to accounting, internal controls and auditing matters ("Accounting Issues"), to report that information immediately to their supervisor, human resources representative or legal representative.

**The Company will not tolerate any kind of retaliations for reports to complaints  
made in good faith regarding misconduct.**

#### **C. Investigation of suspected violations**

All reported violations will be promptly investigated and treated confidentially to the extent reasonably possible. Employees who have reported a violation

Should not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal issues. Employees acting on their own may compromise the integrity of an investigation and adversely affect both themselves and the company. Any such unauthorized investigation, as well as failure to cooperate with an authorized investigation, is a violation of this Code.

#### **D. Discipline for violations**

The Company intends to make every reasonable effort to prevent behavior that breaches this Code and to stop such behavior as soon as reasonably possible after its discovery. Subject to applicable law and agreements, employees who violate this Code and related Company policies and procedures may be subject to disciplinary action, up to and including termination of employment.

#### **E. Waivers and amendments**

The company will waive application of the policies referred to in this Code only where circumstances warrant granting a waiver.

Waivers of the Code for Company's directors and executive officers may be made only by the company's Board of Directors or a committee of the Board that is granted such authority. Waivers and amendments of the Policy will be promptly disclosed as required by law or regulation.

**F. Acknowledgement**

Each employee must indicate that he or she has received, read and will abide by this code of Business Conduct and Ethics by signing and dating the attached acknowledgement and returning it promptly to human resources.

Released in June 2018, updated October 2019



---

Adrian Clark  
Group Chief Executive Officer  
**Intellihub**



**Intellihub Australia Pty Limited**  
**Code of Business Conduct and Ethics**  
**Acknowledgement and Agreement**

I have received and reviewed the Code of Business Conduct and Ethics and related policies and I understand the contents. I agree to comply fully with the standards, policies and procedures contained in the Code and the Company's related policies and procedures. I acknowledge that Code does not, in any way, constitute an employment contract or an assurance of continued employment or any other rights.

**SIGNATURE**

---

**PRINTED NAME**

---

**DATE**

---