



Corporate Code of Conduct

Version 4

Last Reviewed: 24 August 2022
Next Review Date: August 2023

1. Purpose

The purpose of the Corporate Code of Conduct (**Code**) of Spirit Technology Solutions Ltd (ACN 089 224 402) (**Company**) and its subsidiaries (collectively, the **Group**) 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 appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees.

It also provides a framework for the identification and resolution of issues concerning the conduct of employees within the Group.

The Group views breaches of this Code as serious misconduct. Personnel who have become aware of any breaches of this Code must report the matter immediately to their line manager or the Company Secretary. The line manager or Company Secretary has the responsibility to report the breach to the appropriate senior management and to advise the relevant Personnel of the outcome and actions implemented.

2. Application

This Code applies to all executive and non-executive directors, officers, employees, consultants, advisers and contractors of the Group (collectively, **Employees**). This Code applies to Employees at any time when business is conducted on and/or away from an Employee's principal place of employment and in all of the Group's workplaces.

3. Accountabilities

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 provisions of the Code of Conduct;
- (b) the effective implementation, promotion and support of the 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.

Employees

All employees are responsible for:

- (d) undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;
- (e) reporting suspected corrupt conduct; and

- (f) reporting any departure from the Code of Conduct by themselves or others.

4. Personal and Professional Behaviour

When carrying out your duties, you should:

- (a) behave honestly and with 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) act in the best interests of the Company;
- (e) follow the policies of the Company; and
- (f) act in an appropriate business-like manner when representing the Company in public forums.

5. 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.

6. Public and Media Content

- (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 must not make official comment on matters relating to the Company unless they are:
 - (i) authorised to do so by the Chief Executive Officer/Managing Director; or
 - (ii) giving evidence in court; or
 - (iii) otherwise authorised or required to by law.
- (c) Employees must not release unpublished or privileged information unless they have the authority to do so from the Chief Executive Officer/Managing Director.
- (d) The above restrictions apply except where prohibited by law, for example in relation to “whistleblowing”.

7. Use of Company Resources

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

If employees 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 using Company resources **without** obtaining prior approval could face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

8. Security of Information

Employees are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. 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.

9. 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 in the course of their

employment unless a specific prior agreement has been made. Employees must obtain written permission to use any such intellectual property from the Company Secretary/Chairman before making any use of that property for purposes other than as required in their role as employee.

10. 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. The Company's executives should understand and apply the principles of equal employment opportunity.

11. 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.

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.

12. 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 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.

13. 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 management.

14. 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.

15. Insider Trading

All employees must observe the Company's "Securities Trading Policy". 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 when Directors, management and employees are permitted to buy and sell the Company's securities.

16. Responsibilities to Investors

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

17. Breaches of Conduct of Conduct

Employees should note that breaches of certain sections of this Code of Conduct may be punishable under legislation.

Breaches of this Code of Conduct may lead to disciplinary action. The process for disciplinary action is outlined in Company policies and guidelines, relevant industrial awards and agreements.

18. Reporting Matters of Concern

Spirit expects all Directors, Employees and Third Parties to comply fully with this Corporate Code of Conduct and promptly and in good faith report any actual or suspected violations of this Code, relevant laws, or other Company Policies to their immediate managers, a member of the Executive Team, the Company Secretary or the Managing Director/Chief Executive Officer (as applicable).

Spirit has implemented systems and processes to encourage Directors, Employees and Third Parties to report any breaches of this Corporate Code of Conduct and to ensure that all such reports may be made without fear or intimidation, disadvantage or reprisal.

Directors and Employees must comply with relevant Company policies, including the

Whistleblower Policy.

For more information, please refer to the Whistleblower Policy.

19. Investigation

Preliminary investigations of reported breaches of the Corporate Code of Conduct are administered by a relevant supervisor or manager.

If a breach of the Code is found to have occurred, a formal investigation process is administered by the Managing Director/CEO or his or her delegate in consultation with the supervisor or manager of the offending person.

Following the preliminary investigations, if a material breach of the Corporate Code of Conduct is found to have occurred, the Managing Director/CEO and the supervisor or manager of the offending person must report such material breach to the Board.

During the investigation process, all Employees will be expected to cooperate with the directions of the Managing Director/CEO or his or her delegate.

20. Consequences of breaching the Code

We recognise that breaches of the Corporate Code of Code may occur from time to time. We expect that any breach may be inadvertent and without intent, however it should be clearly understood that any breach may result in disciplinary action.

Depending on the nature of the breach, penalties may be imposed ranging from counselling to dismissal or termination of the contract or engagement (in extreme circumstances). We will act objectively and in accordance with any applicable provisions or requirements in an employment contract.

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

21. Further Assistance

For questions about the operation of this Code, please contact the Company Secretary.

22. Review of this Code

This Code cannot be amended without approval from the Company's Board. This Code will be reviewed from time to time to ensure that it remains effective and meets the best practice standards and needs of the Group.

23. Approved and Adopted

This Code was approved and adopted by the Board on 24 August 2022.