

Code of Conduct

OptiComm Ltd ACN 117 414 776

adopted on 15 July 2019

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1. Introduction

- 1.1 This statement of business principles and code of conduct (**Code**) reflects the core values of OptiComm Ltd ACN 117 414 776 (**Company**).
- 1.2 This Code seeks to give the persons subject to the Code guidance on how best to perform their duties, meet their obligations and understand the corporate governance practices of the Company and its wholly-owned subsidiaries (**Group**).
- 1.3 This Code applies to all directors of the Company (**Directors**), as well as all officers, employees, contractors, consultants, secondees and other persons that act on behalf of the Group (each, including Directors, being an **OptiComm Staff Member**).
- 1.4 The values and policies set out in this Code are not exhaustive and are merely designed to focus on particular values identified by the Company as central to its integrity.

2. Business principles

- 2.1 The following core values underpin the way in which the Board and other OptiComm Staff Members act and behave. These have been adopted by the Board to guide the Group's approach and interactions with customers, OptiComm Staff Members and the community. By putting these values into action, the Group aims to connect people and create smart communities.
- 2.2 The core values of the Group are:
 - (a) Leadership;
 - (b) Innovation;
 - (c) Customer Focus;
 - (d) Collaboration;
 - (e) Respect;
 - (f) Integrity; and
 - (g) Expansion and growth.

3. General duties

- 3.1 Each OptiComm Staff Member must, at all times, act in accordance with the Company's core values and comply with this Code as well as the law. This code operates in conjunction with any other policies and procedures of the Group which apply to the OptiComm Staff Member.
- 3.2 Each OptiComm Staff Member must:
 - (a) act in good faith in the best interests of the Group and for a proper purpose;
 - (b) act honestly and with high standards of personal integrity and objectivity, striving at all times to enhance the reputation and performance of the Group;
 - (c) deal honestly and fairly with, and be courteous and respectful to, all OptiComm Staff Members, and all customers, suppliers and other stakeholders of the Group;

- (d) not engage in any bullying, harassment or discrimination;
- (e) avoid any potential conflict of interest or duty, or otherwise disclose and deal appropriately with such conflicts;
- (f) exercise a reasonable degree of care and diligence;
- (g) not make improper use of information; and
- (h) not make improper use of their position.

4. Confidentiality of information

- 4.1 In the course of the Group's business, OptiComm Staff Members will have access to business or personal information about the affairs of the Group, its clients, customers, employees, suppliers and business partners. It may include business strategies, marketing and sales plans, competitive analysis, financial plans and forecasts, customer or employee information, supplier information and pricing. Each of the parties expects the confidential nature of the information they have given in good faith to be respected.
- 4.2 All information received by OptiComm Staff Members to carry out their duties must be regarded as confidential and is the property of the Group.
- 4.3 OptiComm Staff Members must keep confidential all confidential information they receive in the course of the exercise of their duties, even after leaving or ceasing their engagement with the Group. Such information may only be used by the OptiComm Staff Members in the proper performance of their duties for the Group or as otherwise authorised by the Company.
- 4.4 No OptiComm Staff Member may disclose confidential information, or allow it to be disclosed, to any other person unless disclosure is authorised by the Company or the information is required by law to be disclosed.
- 4.5 Any OptiComm Staff Member in any doubt about his or her obligations of confidentiality or in relation to any matter of disclosure should consult with the Company Secretary before making any disclosure.

5. Improper use of information

An OptiComm Staff Member must not make improper use of information acquired as an OptiComm Staff Member to gain, directly or indirectly, any personal advantage or any advantage for any other person detrimental to the Group.

6. Personal interests and conflicts of interest

- 6.1 OptiComm Staff Members must act in the best interests of the Group and not take improper advantage of their position.
- 6.2 No OptiComm Staff Member may allow any personal interest, or the interest of any associated person, to influence or prejudice the OptiComm Staff Member's conduct or the performance of their duties.
- 6.3 OptiComm Staff Members must avoid any conflict between, and participating in decisions and activities where there may be conflict between:

- (a) the interests of, or duty to, the Group; and
- (b) his or her own personal interests or the interests of, or duty to, any third party.

6.4 In respect of Directors only:

- (a) a Director with a conflict of interest or duty should refrain from voting, or entering into any discussion, at, or even being present during, relevant Board discussions; and
- (b) a Director who has any material personal interest (whether direct or indirect, pecuniary or otherwise) in a matter must not be present at a meeting while the matter is being considered and must not vote on the matter (unless otherwise permitted by law and the Chair of the Board).

6.5 If a person is involved in a conflict or possible conflict, or becomes aware of a conflict, they must tell the Company Secretary or the Board (if the person is a Director) as soon as possible.

7. Conduct by OptiComm Staff Members

- 7.1 OptiComm Staff Members must not engage in conduct likely to discredit the Company or the Group.
- 7.2 OptiComm Staff Members must at all times comply with the spirit as well as the letter of the law and with the values and principles of this Code.
- 7.3 OptiComm Staff Members should conduct themselves at all times in a polite, lawful and restrained manner in carrying out their duties, at Group functions and meetings, and where otherwise dealing with matters about or involving the Group.

8. Anti-bribery and corruption

- 8.1 All OptiComm Staff Members, must, regardless of position or location comply with all applicable anti-bribery and corruption laws.
- 8.2 The Company has adopted an Anti-Bribery and Corruption Policy, which sets out in detail the rules applicable to OptiComm Staff Members. A copy of the policy is available on the Company's website.

9. Directors only – additional duties

Fiduciary duties

- 9.1 Without limiting the general duties set out in this Code, a Director is a fiduciary and must act with fidelity and trust in Group matters. The Board has been appointed to oversee the Group's affairs and should have regard not only to the interests of shareholders but (in appropriate circumstances) the interests of other third parties including creditors, regulators and the community.

Care and diligence

- 9.2 Directors must also act with a reasonable degree of care and diligence in the exercise of their powers and duties and to carry out their duties.
- 9.3 A Director who is appointed but fails to acquire and maintain a reasonable level of competence may be considered negligent.

- 9.4 A Director's duty to act with care and diligence may be satisfied under the "business judgment rule" where the director:
- (a) makes a decision in good faith and for a proper purpose;
 - (b) has no material personal interest in the subject matter of the decision made;
 - (c) is informed about the subject matter of the decision to the extent the director reasonably believes to be appropriate; and
 - (d) rationally believes the decision to be in the best interest of the Group.
- 9.5 The business judgment rule:
- (a) relates only to decisions about the ordinary business operations of the Group; and
 - (b) does not relieve a director from other duties, such as to act in good faith, not to misuse the position of director and not to make improper use of information obtained because they are, or have been, a director or other officer or employee of the Group.
- 9.6 A business judgment is any decision to take or not to take action relating to the business operations of the Group. It does not apply to any failure to make a decision.
- Independent decision making and soundness of decisions***
- 9.7 A Director must be independent in his or her judgement and actions and must take all reasonable steps to be satisfied about the soundness of all Board decisions.
- 9.8 To satisfy this requirement a Director must:
- (a) make a reasonable effort to become and remain familiar with the affairs of the Group;
 - (b) attend all Board meetings and board functions unless there are valid reasons for non-attendance; and
 - (c) commit the necessary time and energy to Board matters.
- 9.9 Directors may rely on advice relating to the Group or its affairs only where that advice is given or prepared by:
- (a) an employee whom the Director believes on reasonable grounds to be reliable and competent in the relevant subject;
 - (b) a professional adviser or expert in a subject the Director believes on reasonable grounds to be within the person's professional or expert competence;
 - (c) another Director or officer on the subject within that Director's or officer's authority; or
 - (d) a committee (on which the Director did not serve) on a subject within the committee's authority.
- 9.10 Directors should only rely on information or advice if the Director's reliance was made in good faith, after independently assessing the information and advice, considering the Director's knowledge of the Group and the complexity of its structure and operations.
- 9.11 Certain breaches of the duties in this Code may expose Directors to potential liability in damages, fines and disqualification.

- 9.12 The Company maintains a directors' and officers' liability insurance. Directors must be fully aware of the terms of this insurance to qualify for protection under it.

10. Dealings in securities

- 10.1 Insider trading laws prohibit a person in possession of material non-public information relating to a company from dealing in that company's securities. Insider trading is a serious offence under the *Corporations Act 2001* (Cth).
- 10.2 The Company's Securities Trading Policy is available on its website. While only certain OptiComm Staff Members are subject to the Securities Trading Policy in respect of dealings in securities, all OptiComm Staff Members must comply with insider trading laws.

11. Complaints procedure and whistleblower protections

- 11.1 The Group encourages reporting of any actual or suspected breaches of the Code including in respect of anti-bribery and corruption.
- 11.2 Complaints may be made to your immediate supervisor, the Company Secretary, or otherwise in accordance with the Company's Whistleblower Policy, a copy of which is available on the Company's website.
- 11.3 Any such complaint must be handled under the relevant Group policies and procedures.

12. Approval, review and changes

- 12.1 This policy was adopted by the Board on 15 July 2019.
- 12.2 The Board will review this Code and related procedures as often as the Board considers necessary to ensure this Code remains effective and relevant to the current needs of the Company.
- 12.3 The Board may amend this Code from time to time by resolution.