

VEROGUARD SYSTEMS HOLDINGS LIMITED

BUSINESS CONDUCT AND ETHICS POLICY

1. PURPOSE

This Code of Business Conduct and Ethics (**Code**) – which has the full endorsement of the Board – sets out the way the Company conducts business and how the Company expects its representatives to behave in the workplace.

The Code is an effective way to guide the behaviour of everyone in the Company by clearly stating the Company's firm commitment to behaving honestly and fairly. The Code applies to all the Company People, including all employees, Board members, consultants and contractors (**Company People**).

Within two months of commencing employment with the Company or any of its subsidiaries, and thereafter on an annual basis, all employees are required to sign up to the principles of the Code, including key relevant extracts of the policies, to show that they have understood and agree to comply with their obligations.

2. VALUES

The Code is grounded in the Company's fundamental values, which derive from our obligations to give proper regard to the interests of people and organisations that have a stake in the Company's activities, including:

- **Workplace Health, Safety Environment** - we care for and protect each other, our business and our environment
- **Working Together** – we respect and trust each other and achieve more by working together across the Company
- **Customers** – we listen to our customers to understand and meet their needs
- **Innovation** – we strive to develop new ideas and continuously improve the way we do business
- **Results** – together we achieve positive and sustainable results for each other and our stakeholders

Such a set of principles as this Code cannot be comprehensive. If in doubt, the Company People should ask themselves:

do I believe the action I am taking is right – am I being fair and honest?

is the action legal? (If in doubt, do not do it.)

would I or the Company be embarrassed if my action was disclosed publicly?

If the Company People are not sure that a proposed action is appropriate, they should ask their manager, or the Company legal department for guidance before acting.

By following the Code, the Company People will ensure that our reputation for high ethical standards is protected.

3. RESPONSIBILITIES

It is the responsibility of all the Company People to comply with this Code:

- act with integrity – being honest, fair and trustworthy in all business dealings and relationships;
- avoid conflicts between the Company's interests and personal interests;
- protect the Company's business assets;

- respect and abide by our obligations to fellow employees, shareholders, customers, suppliers, competitors and the communities in which the Company operates; and
- act within the laws and regulations affecting business conduct.

It is the responsibility of all the Company People, including managers and other leaders, to ensure ethical conduct is recognised and valued throughout the Company.

The Company employees are required to acknowledge a certificate of compliance signifying that they have read this Code and have complied with it. This is currently done on a yearly basis.

We are committed to open and frank communication in the Company workplaces. No Company person will be subject to retaliation by the Company for reporting, on reasonable grounds, a possible violation of this Code. All the Company People are encouraged to speak up about any unlawful, unethical or irresponsible behaviour.

If in doubt about any action, employees should contact their manager for approval or guidance.

4. RESPONSIBILITY AND ACCOUNTABILITY OF THE BOARD OF DIRECTORS AND MANAGERS

The Board is responsible for the contents of the Code and its continuous updating. The CEOs and managers at all levels of the Company are responsible for ensuring that all the Company People are aware of, understand and follow this Code. Any significant deviation from the Code must be reported by management to the Board – with a report of action taken to correct the situation.

5. CONSULTANTS' RESPONSIBILITIES

Individuals or organisations consulting for, or representing the Company, must comply with this Code in the same way as the Company employees. The Company employees who engage consultants should ensure that they are provided with a copy of relevant the Company policies, including this Code.

6. RESPONSIBILITY TO PROTECT THE COMPANY'S BUSINESS AND TO USE COMPANY RESOURCES CORRECTLY

All the Company People must use their best efforts to protect the Company assets and other resources including plant, equipment and other valuable property including confidential information and intellectual property such as patents, trademarks and copyrighted material, from unauthorised use, loss, theft and misuse.

Managers are responsible for maintaining controls which:

- prevent, detect and correct problems;
- ensure that their business unit of the Company attains its business objectives; and
- ensure compliance with laws, regulations and the Company policies.

To ensure important information about the Company is distributed fairly and openly to the public, as required by law, outside requests for information shall be dealt with by authorised people only. Company People should refer requests from the media or investors or financial analysts to the CEO's.

The use of the Company time, material, or facilities for purposes not directly related to company business, or the removal or borrowing of the Company property without permission is prohibited. Incidental personal use of such the Company resources as computers, phones, faxes, copiers and internet access is permitted, but employees must ensure that the Company's interests are not harmed.

7. USING SOCIAL MEDIA RESPONSIBLY

All Company People are expected to use social media responsibly, respectfully and safely. Company People are representatives of our business and it is important to remember that content

shared on social media can exist indefinitely and be seen by a much larger audience than intended.

8. PROTECTING CONFIDENTIAL INFORMATION

Company People are responsible to ensure that confidential information relating to customers, work colleagues and the Company operations and suppliers is properly protected. Such information cannot be shared, including via any form of social media (eg LinkedIn) unless allowed or required under relevant laws or regulation – or agreed by the person or organisation whose information it is.

9. RESPONSIBILITY TO INDIVIDUALS

The Company is committed to the fair and equal treatment of all its employees and abides by the employment laws of the countries in which it operates. Company People and candidates for employment shall be judged on the basis of their behaviour and qualifications to carry out their job without regard to race, gender, religion, sexual orientation, disability, age, marital status or political belief or any other aspect protected by law.

The Company does not tolerate discrimination, including sexual, physical or verbal harassment or other demeaning behaviour against any individual or group of people. The Company does not tolerate violence or threats of violence.

The Company's privacy policy is designed to protect privacy of personal information and other rights of individuals in accordance with law. The Company will only acquire personal information that is required to be effective in its business or is required by law.

10. ACTING RESPONSIBLY ON WORKPLACE HEALTH, SAFETY AND THE ENVIRONMENT

In the Company, we regard management of workplace health, safety and the environment (**WHSE**) as an integral and very important part of our business.

We believe that all injuries, occupational illnesses and environmental incidents can be prevented. Management is accountable for safety and environment performance, and all Company People are expected to take personal responsibility and be involved in setting standards and improvement initiatives.

We have adopted a common approach to managing WHSE across the Company. This approach incorporates a WHSE policy, company commitments, management system and reporting and auditing, which ensures that the Company and its people are properly discharging their responsibilities.

All Company People are responsible for reporting safety hazards and work-related accidents and injuries.

There are strict WHSE protocols for contractors as well as for employees to ensure the safety and well-being of all people on the Company sites.

As part of providing a safe and healthy workplace, the Company will not tolerate employees or anyone else taking illegal drugs on to our sites, nor employees (or anyone else) carrying out the Company business while impaired by drugs including alcohol. Smoking is not allowed on the Company sites.

11. PROTECTING AND SUSTAINING THE ENVIRONMENT

The Company is committed to protecting the environment in which we operate by working towards minimising the impact of our activities on it. The Company has specific targets to reduce greenhouse gas emissions and waste production and the consumption of energy and water used in production.

The Board is ultimately accountable for ensuring the Company's compliance with the Company's sustainability policies and environmental law and regulations. However, all Company People are

expected to take personal responsibility by considering their actions, helping to implement sustainability standards and reporting environmental incidents to managers.

12. AVOIDING CONFLICTS OF INTEREST

Company People must avoid any situations involving divided loyalty or a conflict between their personal interests and those of the Company. Company People faced with an actual or potential conflict of interest must discuss it with the CEO's.

In particular:

- (a) employees and any organisation in which they or their family have a significant interest must not compete with, or have business dealings with the Company;
- (b) employees must not work or consult for, or have any other key role in, an outside business organisation which has dealings with the Company or is a competitor of the Company;
- (c) employees must not use the Company's assets for any purpose other than for the Company's business purposes or interests;
- (d) employees must not make improper use of their employment with the Company, their position or role in the Company, or information obtained, to gain an advantage for themselves or anyone else; and
- (e) employees must not buy or sell shares in the Company or any other companies at any time when they are aware of market sensitive information about the Company, which has not been disclosed.

13. POTENTIAL TAKEOVERS, ACQUISITIONS OR OTHER "CHANGE OF CONTROL" TRANSACTIONS INVOLVING THE COMPANY

Company People must be particularly careful to avoid conflicts of interest and the improper disclosure of confidential information in the case of an approach by a third party (**potential bidder**) in relation to the proposed acquisition of the shares in, or any of the businesses of, the Company. Such an approach might be made informally (for example by enquiry or overture) and/or through an intermediary or advisor to the potential bidder.

The Board must be informed of any approach (no matter what the form of the approach) and will establish protocols for the Company's response to the approach.

Any Company employee who is approached (even informally) by or on behalf of a potential bidder must:

- (a) immediately notify his or her manager and the Company Secretary of the approach, including the details of any inducement or incentive offered to that employee or any other the Company person;
- (b) cease communications with the potential bidder until communication protocols are established and then only if so authorised under those protocols;
- (c) not provide any corporate information to anyone without the express approval of the Board or the Board's representative and then only on terms approved by the Board; and
- (d) ensure that the approach is not discussed with customers, suppliers or other employees unless specifically authorised by the Board (or the Board's representative) and then only on terms approved by the Board.

14. GIFTS, GRATUITIES AND ENTERTAINMENT

Please see the Anti-Bribery & Corruption Policy for information on when gifts can or cannot be accepted.

15. INTEGRITY IN FINANCIAL REPORTING

The Company is committed to providing accurate, timely and clearly understandable disclosures in reports on its results to shareholders, the Australian Securities and Investments Commission and other regulators. We exercise the highest standard of care in preparing such reports.

All material financial information and disclosure must be accurately represented in the Company's accounts. No information may be concealed by employees from either the Company's internal or external auditors. No Director, officer or employee may take any action to influence, coerce, manipulate or mislead the Company's auditors in order to produce misleading financial statements.

16. THE COMPANY'S RESPONSIBILITIES TO SHAREHOLDERS AND OTHERS

The Company will strive to increase shareholder value and promote the interests of all stakeholders through:

- (a) effective operation of the Company, including preparing and implementing strategies, budgets, plans and policies;
- (b) identification and implementing opportunities for improving results;
- (c) clear and honest reporting of results;
- (d) effective management of business risk and safety, occupational health and environmental issues; and
- (e) protecting property and other assets, confidential information and intellectual property including patents, trademarks, brands and copyright material.

The Company will achieve these through:

- (a) employing appropriately qualified and motivated management and employees;
- (b) the Board overseeing strategic plans and business proposals; and
- (c) effective internal risk management controls and audit functions, overseen by the Board and its committees.

17. ACTING RESPONSIBLY WITH CUSTOMERS, SUPPLIERS, COMPETITORS AND OTHERS

Company People dealing with customers, suppliers or competitors must fully comply with trade practices laws. If another employee or outside party suggests a breach of these laws this must be immediately reported to Company Legal.

The Company's success depends on the continued support of our customers. We must act in partnership with our customers for our mutual long term benefit. We will compete for business openly and honestly. Company People must not misrepresent our products, services or prices and must not make false claims about those of our competitors.

The Company will be fair and honest in our dealing with suppliers. The Company's purchasing decisions must be based on such commercially competitive factors as quality, price and consistent reliability and a supplier's level of service.

18. RESPONSIBILITY TO THE COMMUNITY

The Company is committed to being a responsible corporate citizen. We recognise our responsibility to deal effectively and appropriately with the communities in which we operate.

We are committed to interacting and building relationships with a number of local community organisations in line with our commitment to operate in a sustainable manner. All Company People are encouraged to assist in the community and participate in our volunteer programs.

19. RESPECTING HUMAN RIGHTS

The Company is committed to upholding human rights. While our business operations and supply chains are complex, we are committed to identifying any potential or actual adverse impacts of our

operations on the human rights of others. Where appropriate we implement prevention, mitigation and remediation processes.

All the Company People are expected to uphold the human rights of others.

More information is provided in the Anti-Slavery Policy.

20. COMPLYING WITH THE LAW

The Company will only conduct business by lawful and ethical means, no matter how fierce the competition, or how high the stakes may seem to employees. Legal responsibilities change and employees at all levels must keep themselves informed and comply with all legal responsibilities.

In particular, depending on their individual responsibilities, the Company employees must be familiar with trade practices, taxation, employment or occupational health, safety and environment laws and regulations as well as the Company trade practices policy and the policy and responsibilities for safety, health and the environment in the Company.

If employees do not understand their responsibilities and the Company's obligations, they must seek guidance from their manager or Company Legal.

All the Company employees have an obligation to understand and work within these requirements. the Company will provide the training necessary.

Company People working in company operations outside Australia must follow local legal requirements, including responsibilities for individual rights, safety, health, the environment and the community. Where these are less stringent than the standards prescribed by Australian law or international protocols, Company People should strive to follow relevant Australian standards. If employees do not understand their responsibilities and the Company's obligations, they must seek guidance from their manager or Company Legal.

21. REPORTING INCIDENTS AND NON-COMPLIANCE WITH THIS CODE

The Company takes the values and responsibilities outlined under this Code very seriously. All Company People are encouraged to speak up about any unlawful, unethical or irresponsible behaviour. Any the Company person who becomes aware of a possible breach of this Code should report this to their manager or the Company Secretary.

Such reports will be treated confidentially to the extent possible consistent with the Company's obligation to deal with the matter openly and according to applicable laws. To ensure our values and culture is upheld, the Board will be informed of any material incidents reported under our incident reporting policies.

In accordance with Australian law, protections are available to Company People who make protected disclosures under the Company's Incident Reporting Policy. No Company person will be subject to retaliation or disadvantage by reason of a bona fide report of possible non-compliance.

22. PENALTIES FOR BREACHES OF THE CODE

Adherence to this Code and the Company's policies is a condition of employment at the Company.

Breaches of the Code will be subject to disciplinary action including termination of employment, if appropriate.

If addition, criminal and civil penalties for individuals may apply for serious breaches of the Company.