

CODE OF CONDUCT

IMDEX Limited ACN 008 947 813

1.	Introduction	2
1.1	Scope and Purpose	2
1.2	Discharge of Duties	2
1.3	Speak Up	2
1.4	Compliance with the Code.....	3
2.	How we Engage with People	3
2.1	Health, Safety and Environment.....	3
2.2	Equal Opportunity	3
2.3	Human rights	4
3.	How we use IMDEX Resources	4
3.1	IMDEX Assets and Property	4
3.2	Confidentiality and Intellectual Property	5
3.3	Privacy.....	5
4.	How we do Business	6
4.1	Conflicts of Interest	6
4.2	Related Party Transactions	6
4.3	Bribery and corruption	6
4.4	Gratuities	7
4.5	Trade and economic sanction policy	7
4.6	Insider trading.....	8
4.7	Competition and fair dealing	8
4.8	Unauthorised public comments	8
5.	Endorsement and Review	8
5.1	Endorsement	8
5.2	Review.....	9
6.	Related Documents	9

1. Introduction

The Board of Directors (Board) of Imdex Limited (IMDEX) has adopted a Code of Conduct (Code) to address matters relevant to IMDEX's legal and other obligations to its stakeholders. This Code may be amended from time to time by the Board and will be published on the IMDEX intranet. Any reference to IMDEX in this Code includes its related bodies corporate (as defined in the *Corporations Act 2001* (Cth) (Corporations Act)).

1.1 Scope and Purpose

This Code provides IMDEX employees, managers, officers, directors and contractors (IMDEX Employees) with a framework for their decisions and actions in relation to the conduct of their employment. The Code establishes the minimum standard of conduct required of all IMDEX Employees.

The Chief Executive Officer (**CEO**), senior management team and other managers, as appropriate, are responsible for modelling appropriate conduct, promoting compliance with this Code and creating an environment where IMDEX Employees feel able to raise concerns without fear of retaliation.

Our stakeholders are entitled to expect the highest professional standard from all IMDEX Employees. Compliance with this Code and IMDEX policies will contribute positively to the culture and governance at IMDEX as a whole. IMDEX's key objective is to maximise shareholder value over the short, medium and longer term, whilst conducting its business in a manner that is socially responsible, values-driven and in compliance with the letter and spirit of the law.

1.2 Discharge of Duties

You must discharge your duties at the highest level of honesty and integrity having regard to IMDEX's reputation, its commercial obligations and the organisation's goals and objectives.

When carrying out your duties, you must:

- act ethically, honestly and with integrity;
- comply with all applicable laws, rules and regulations in connection with your employment or service with IMDEX;
- make sure that you carry out your work efficiently, economically, and effectively;
- follow the policies of IMDEX;
- encourage other IMDEX Employees to exercise similar qualities of personal and professional integrity as those outlined in the Code;
- not seek to influence any person in order to obtain promotion, or other advantage.

You are expected to comply, at a minimum, with the local legal requirements in the countries where IMDEX operates or conducts business. Where a higher standard is required under the Code or other IMDEX policies and it is consistent with local law, you must comply with that higher standard.

Where you are in doubt as to the applicability and scope of the provisions of this Code, or as to the appropriate course of action to be adopted in any given circumstance, the matter should be discussed with your manager, a senior manager, or the CEO, as appropriate.

1.3 Speak Up

To ensure that IMDEX is doing business in an ethical, honest and compliant manner, you are encouraged to raise concerns about misconduct or behaviour, which falls below the standard expected.

The IMDEX [Speak Up Policy](#) provides you with guidance on what should be reported and refers you to procedures, which explain:

- how you can report concerns confidentially and, if preferred, anonymously; and
- how IMDEX will manage such reports

In keeping with the [Speak Up Policy](#), reports of misconduct will be treated respectfully and confidentially, resolved without any reprisal, victimization or retribution and resolved without exposing you to civil, criminal, contractual or administrative liability.

1.4 Compliance with the Code

IMDEX has a range of policies and procedures concerning the manner in which you perform your role and ancillary tasks at work.

All IMDEX Employees must comply with the Code and all applicable IMDEX policies and procedure as amended or introduced from time to time.

Failure to adhere to the Code can have serious consequences for IMDEX including: reputational harm; diminished client confidence; loss of business opportunities; loss of license to operate; disruption to business continuity and misallocation of resources; or fines, penalties, litigation, and imprisonment.

All potential violations of the Code will be taken seriously and investigated. If it is established that you have failed to comply with any of IMDEX's policies and procedures or with this Code you may be subject to disciplinary action, up to and including dismissal. The Board will be informed of any material breaches of the Code.

2. How we Engage with People

2.1 Health, Safety and Environment

IMDEX is committed to providing a safe and healthy workplace for all IMDEX Employees and preventing any avoidable injuries or incidents. IMDEX therefore requires you to perform operational activities in a responsible manner in accordance with legislation, regulations, codes of practice, standards and license requirements.

You must take into account the impact of environment and occupational health and safety issues when making business decisions.

2.2 Equal Opportunity

IMDEX is committed to providing equal opportunity in all aspects of its activities. IMDEX aims to ensure that all employment decisions are made solely on the basis of merit, taking into account relevant skills, qualifications, experience and ability, and without bias or prejudice.

You must not discriminate against another person or a group of people, or engage in adverse action on unlawful discriminatory grounds.

Anti-discrimination statutes apply in all countries where IMDEX operates, and you are required to

act in compliance with these laws as they apply in the country of operation.

IMDEX will not tolerate you engaging in unlawful discrimination or adverse action based on any of the following grounds:

- Sex
- Race or social origin
- Relationship status
- Impairment
- Pregnancy
- Religious belief or activity
- Parental status
- Political belief or activity
- Family responsibilities
- Trade union activity
- Breastfeeding
- Lawful sexual activity
- Age
- Profession, trade, occupation
- Irrelevant criminal record
- Irrelevant medical record
- Gender identity
- Physical features

If you unlawfully discriminate or take adverse action you may be subject to disciplinary action, up to and including dismissal.

IMDEX has adopted a [Diversity Policy](#), which recognizes the benefits arising from employee and Board diversity including drawing from the widest possible pool of high quality employees, improving employee retention, accessing different perspectives and ideas. The [Diversity Policy](#) guides IMDEX Employees in developing and achieving IMDEX's diversity objectives.

2.3 Human rights

IMDEX is committed to upholding the human rights of all workers and ensuring that all people are treated with respect and dignity.

You are expected to follow the laws regarding human rights wherever we operate and promote the values of respect, dignity and equality for every person, irrespective of race, sex, religion, political opinion, disability, sexual orientation, gender identity, social status, age or any other characteristic.

All IMDEX suppliers are required to agree to and comply with our [Supplier Code of Conduct](#), which sets out the minimum standards expected of suppliers and requires them to:

- comply with all applicable legislation and regulations relating to employment practices, remuneration, diversity, discrimination, bullying, harassment, workplace and human rights;
- conduct their business in a way that aligns with internationally accepted standards; and
- share a zero-tolerance approach to modern slavery.

3. How we use IMDEX Resources

3.1 IMDEX Assets and Property

IMDEX's assets are critical to IMDEX's business competitiveness and future success. Assets include all office equipment, computer systems and data, motor vehicles and other operating plant of IMDEX. These assets are provided to you to conduct IMDEX related tasks and business. Any other use you make of these assets must be authorised by the relevant manager.

You have a duty to protect IMDEX's assets and property to ensure their efficient, economical and responsible use. Theft, carelessness and waste of IMDEX's property have a direct impact on IMDEX's profitability. You are required to take measures to prevent damage to, and theft or misuse of, IMDEX's property, be it property specifically assigned to you or to another employee.

Reasonable personal use of IMDEX's email and telephone systems is permitted. However, you

should be aware that even personal messages on IMDEX's computer and telephone systems are IMDEX's property and you should therefore have no expectation of personal privacy in connection with your use of these resources.

All IMDEX property must be returned immediately on demand by IMDEX or on termination of your employment.

3.2 Confidentiality and Intellectual Property

During the course of your duties you may become aware of confidential information about IMDEX or its stakeholders. Confidential information means information relating to IMDEX's:

- a) business and financial affairs;
- b) marketing plans and strategies;
- c) intellectual property (including but not limited to copyright, designs, patents, trademarks, trade secrets, processes and inventions);
- d) clients (including identity, requirements, terms of business and contact person, usage, account information, and credit history);
- e) research and development activities;
- f) products and product development including costs and sale price; and
- g) suppliers (including identity, requirements, terms of business and contact person, usage, and account information)

Confidential Information does not include information that is in the public domain (other than by a breach by your obligations of confidentiality) or general knowledge that relates to the affairs of IMDEX.

You must maintain strict confidentiality of IMDEX's confidential information except where disclosure is necessary in the course of your work and expressly authorised by IMDEX, or required by applicable laws or regulations. This obligation includes:

- a) not communicating or disclosing confidential information to third parties;
- b) not copying and using any confidential information for your own or for any other person's benefit; and
- c) ensuring you comply with any safeguards or procedures directed by IMDEX to maintain the confidentiality of the confidential information.

If you have or become privy to confidential information in the course of your work or by accident, you must take reasonable precautions to ensure that this information remains confidential.

You may not make use of or reproduce any intellectual property owned by IMDEX other than in the ordinary course of your employment or engagement, unless expressly authorised in writing by IMDEX.

If you are unsure about how your workplace activities relate to this Code, you should discuss the matter with your manager.

Your obligation to keep confidential information confidential survives termination of your employment with IMDEX.

3.3 Privacy

IMDEX takes privacy seriously and is committed to maintaining the security of all personal information collected. Personal information is information, regardless of form, relating to an identified or identifiable individual that is processed by or on behalf of IMDEX.

You are expected to collect, use and manage personal information at all times in accordance with IMDEX's [Privacy Policy](#) and applicable data and privacy laws.

If you are uncertain or have any questions about your obligations, the IMDEX [Privacy Policy](#) or the applicable data and privacy laws you should seek advice from the Information Security Manager and/or IMDEX Legal.

4. How we do Business

4.1 Conflicts of Interest

There may be times when your personal interests conflict with those of IMDEX, or its stakeholders. In these circumstances, you are required to disclose the conflict to ensure that it can be monitored and managed appropriately.

Conflicts of interest exist 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.

IMDEX's [Conflict of Interest Procedure](#) provides you with guidance in regard to:

- identifying conflicts of interest;
- your obligations if a conflict of interest exists; and
- the process for disclosing and managing conflicts.

If you are uncertain whether particular circumstances constitute a conflict of interest, you should discuss the matter with your manager or a member of the IMDEX Legal or HR departments.

4.2 Related Party Transactions

Related Party transactions can present potential or actual conflicts and you are required to avoid actual, potential or perceived conflicts of interest except in those circumstances permitted by the *Corporations Act*.

To provide a financial benefit to a related party of a public company, either:

- a) the company's members must approve the transaction, or
- b) the giving of the financial benefit must fall within an exception.

The most frequently used exemption is where the transaction with the related party is made on terms that would be considered reasonable were the parties dealing at "arm's length". However, the law around these exemptions is complex and you should always exercise caution in relation to related party transactions and never assume an exemption will apply.

Further information should be sought from IMDEX Legal if you suspect that a transaction with a related party may give rise to an actual, potential or perceived conflict of interest.

4.3 Bribery and corruption

IMDEX takes a zero-tolerance approach to bribery and corruption and is committed to integrity and ethical business practices and to conducting business in an honest and ethical manner.

Many countries have laws which prohibit benefits being provided to government officials or private persons with the purpose of influencing them in carrying out their duties. IMDEX is committed to complying with all applicable laws and standards in the countries where IMDEX operates or seeks to operate.

As guiding principles, you must not:

- a) provide, offer or promise, either directly or indirectly, a bribe to a public official with the intention of obtaining or retaining business or a business advantage;
- b) provide, offer or promise, either directly or indirectly, a bribe to any person;
- c) permit, encourage or facilitate any other person to provide a bribe to a public official with the intention of obtaining or retaining business or a business advantage or to any other person;
- d) request, receive or agree to receive a bribe;
- e) make a facilitation payment in connection with a government action;
- f) use false or fraudulent documents, including by establishing off-the-book accounts or falsifying accounts or transactions; or
- g) intentionally and improperly destroy documents or financial records.

A bribe can be money or anything of value, including but not limited to cash, travel, gifts, entertainment, employment and directed charitable donations which are provided in order to influence a person to improperly exercise their duty. Such benefit may be provided, offered or promised directly or indirectly, or provided through one or more intermediaries. Before a benefit is offered to a public official even when that benefit may be permitted by written foreign law applicable to the official, you must consult with IMDEX's General Counsel to confirm that the benefit is not prohibited.

More comprehensive guidance about your duties in this regard are set out in the IMDEX [Anti-Bribery and Corruption Policy](#).

4.4 Gratuities

You must not accept any gifts or benefits, the receipt or expectation of which might in any way tend to influence, or appear to influence, you in your capacity as an employee of IMDEX unless the gift or benefit is of a minor nature and your manager approves acceptance.

If you suspect that a gift or other benefit given (regardless of the value of the gift or benefit) to you is intended to influence your decisions about how you undertake your duties for IMDEX (or could reasonably be perceived as such), it should be politely declined and any unsolicited offering must be promptly and publicly returned. All such incidents must be reported to your manager and IMDEX General Counsel.

More comprehensive guidance about your duties in this regard are set out in the IMDEX [Anti-Bribery and Corruption Policy](#) and the [Gratuities Procedure](#).

4.5 Trade and economic sanction policy

The objective of the [Trade and Economic Sanction Policy](#) is to ensure that all business activities of IMDEX are carried out in compliance with economic and trade sanctions.

As the legal requirements under these laws are complex, you must seek guidance from IMDEX Legal before considering, contracting, exporting or importing goods or services or engaging in

transactions that might be affected by these laws.

If you have any questions about these laws or your obligations these should be discussed with your manager or IMDEX Legal.

If you suspect there has been a breach of the [Trade and Economic Sanction Policy](#), you should raise your concerns with your manager, a senior manager or through the [Speak Up Policy](#) reporting channels.

More comprehensive guidance about your duties in this regard are set out in the IMDEX [Trade and Economic Sanction Policy](#).

4.6 Insider trading

The Board has adopted a [Securities Trading Policy](#) that sets out the periods at which you are able to trade shares in IMDEX.

Buying or selling shares when in possession of “inside information” is a serious breach of the *Corporations Act* for which the penalties are severe.

You must comply with the [Securities Trading Policy](#) and the *Corporations Act* when engaging in any trade of shares in IMDEX.

4.7 Competition and fair dealing

IMDEX competes fairly in the markets in which it operates. IMDEX relies on the continuing support of its stakeholders and these stakeholders must not be deliberately misled in any circumstances. You must not engage in unethical or illegal business practices such as stealing intellectual property, possessing trade secret information that was obtained without the owner's consent, or inducing disclosure of this type of information by past or present employees of other companies.

IMDEX expects you to uphold these aspirations of fair dealing and to report any activity, which may be construed to negatively affect IMDEX's reputation as a fair and honest competitor in the market.

4.8 Unauthorised public comments

As IMDEX is a public company listed on the Australian Securities Exchange you must take great care in discussing IMDEX's business with third parties.

In addition to the requirements of this Code concerning confidentiality and insider trading, you must not make comments which may be construed as representing the official views of IMDEX. Only the CEO and the executives nominated by the CEO are authorised to provide official comments.

IMDEX recognises you have a right to give an opinion on political and social issues in your private capacity as a member of the community. Public comment on political or social issues made in your capacity as a private citizen must be clearly understood by those to whom the comments are made (ie. the media or community group) as being the expression of a privately held viewpoint and that the comments are not made on behalf of IMDEX.

5. Endorsement and Review

5.1 Endorsement

This Policy is administered by the IMDEX General Counsel and has been endorsed by:

IMDEX Board	15 August 2019
CEO	15 August 2019
IMDEX Senior Management	15 August 2019

5.2 Review

This Code will be reviewed by the Board at its discretion, from time to time but not less than once every (3) years, to ensure that it continues to reflect the letter and spirit of all applicable laws and regulations and IMDEX’s commitment to its employees, contractors, stakeholders and the community.

6. Related Documents

- [Anti-Bribery and Corruption Policy](#)
- [Conflict of Interest Procedure](#)
- [Diversity Policy](#)
- [Gratuities Procedure](#)
- [Privacy Policy](#)
- [Speak Up Policy](#)
- [Securities Trading Policy](#)
- [Trade and Economic Sanction Policy](#)