

Code of Conduct

ELMO Software Limited
ACN 102 455 087

Code of Conduct

1 Commitment to the Code of Conduct

- 1.1 ELMO Software Limited (**Company**), endeavours to be recognised as an organisation committed to appropriate ethical standards in business. It is proud of the quality of its employees and of the professional reputation and market image built by their work.
- 1.2 This code of conduct (**Code**) reflects the Company's high standards of professional conduct and ethics in dealing with all of its stakeholders and its commitment to ensure compliance with all applicable state, national and international laws.
- 1.3 The Company considers stakeholders to be employees, shareholders, creditors, customers, suppliers, contractors, consultants, governmental and non-governmental organisations, the communities where the Company or its subsidiaries operate and other parties that have influence over or are influenced by the Company or its subsidiaries.
- 1.4 The Company is committed to compliance with the Code. Any action contrary to the Code will be treated seriously.
- 1.5 The Company will periodically review and update the Code.

2 Integrity and professionalism

- 2.1 Personnel (including employees, directors and contractors) of the Company and its subsidiaries (**Group Personnel**):
 - (1) will act honestly and with high standards of personal integrity in all of their dealings for the Company;
 - (2) will maintain the highest levels of professional conduct in their interactions with colleagues, business partners and in representing the Company in the community;
 - (3) will not knowingly participate in any unethical activity;
 - (4) will not discriminate on the grounds of people's race, religion, gender, marital status or disability;
 - (5) will be truthful, and not mislead or make any false statements, nor mislead by omission, and Directors will not make promises or commitments that the Company does not intend, or would be unable, to honour; and
 - (6) must not enter into any arrangement or participate in any activity that would be likely to negatively affect the Company's reputation.

3 Compliance with the law

- 3.1 Group Personnel:
 - (1) will acknowledge that they are bound by the laws and regulations, including those applying to the Company and its subsidiaries and their respective operations, of the state and country in which they operate; and
 - (2) will not knowingly participate in any illegal activity or breach of any law.

4 Conflicts of interest

4.1 Group Personnel:

- (1) will fully disclose any business interest (public or private) and any other matters which may lead to potential or actual conflicts of interest, including any potential related party transactions in accordance with such policies adopted by the Company from time to time;
- (2) owe their first duty to, and must act in the best interests of, the Company. In circumstances where other potential roles (whether serving as directors or trustees of another organisation), arrangements, or activities potentially conflict with the Company or its subsidiaries' interests, the member of Group Personnel will advise and seek approval from the Chair in accordance with this Code and, in respect of directors, the Company's Constitution; and
- (3) will not use their role within the Company or its subsidiaries for political interests at any time, or for community interests unless authorised by the Company.

5 Confidential information

- 5.1 Group Personnel must ensure that confidential information relating to the Company, its subsidiaries, and their respective customers, operations, or any other commercially sensitive matter, are not given either inadvertently or deliberately to third parties without the consent of the Board. Other than in circumstances required by law, there is no reason for Group Personnel to reveal confidential information. Confidential information which is to be released to legitimately interested third parties shall only be made so available after appropriate authorisation procedures have been followed.
- 5.2 Group Personnel will maintain and observe their obligations of confidentiality and proper use of information even after leaving the Company's employment.

6 Inside information

- 6.1 Group Personnel must not use inside information for personal gain.
- 6.2 If a member of Group Personnel has inside information (being price sensitive information, information not in the public domain or information about any entity related to the Company or its subsidiaries or a strategic partner of the Company or its subsidiaries which has come to the knowledge of the member of Group Personnel through their employment or engagement by the Company or its subsidiaries), the member of the Group Personnel must not deal in that entity's securities or pass that information on to another person or encourage another person to deal in that entity's securities (securities includes shares, units or any form of derivatives such as warrants or options).
- 6.3 Group Personnel must comply with the Company's Securities Dealing Policy.

7 Benefits to Group Personnel

- 7.1 Group Personnel must not use their status, for example, as a director or senior executive of the Company or its subsidiaries, or the opportunities arising from it, to seek personal gain from those doing business or seeking to do business with the Company or its subsidiaries.
- 7.2 Group Personnel must not accept payments, gifts or entertainment which are inconsistent with the 'fair trading and dealing' provisions set out in this Code of Conduct. Group Personnel must report the offering of any such benefit to the CEO.

8 Fair trading and dealing

- 8.1 The Company is committed to fair competition and trading in all markets in which it or its subsidiaries operate.
- 8.2 Group Personnel will take into account the impact of health and safety and competition issues when making business decisions. Group Personnel will ensure that these business decisions do not compromise the Company's commitment to avoiding injury to its personnel, damage to the environment or the maintenance of competitive markets, and will use its reasonable endeavours to ensure that the Company and its subsidiaries comply at all times with all relevant laws.

9 Corporate Opportunities

- 9.1 All Group Personnel are prohibited from taking for themselves personally, or directing to a third party, any opportunity that is discovered through the use of corporate property, information, or position without the consent of the Board.

10 Protection and Proper Use of Group Assets

- 10.1 All Group Personnel must endeavour to protect the Company's and its subsidiaries' assets and ensure their efficient use. Any suspected incident of fraud or theft must be immediately reported for investigation. Company and subsidiary assets should be used for legitimate business purposes and should not be used for business not involving the Company or its subsidiaries.
- 10.2 The obligation to protect the Company's and its subsidiaries' assets includes its proprietary information. Proprietary information includes intellectual property, such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information, and any unpublished financial data and reports. Unauthorized use or distribution of this information, including, for example, through social media applications and websites, would violate Company policy.

11 Responsibilities to shareholders and the financial community

- 11.1 In addition to this Code, the Company is committed to complying with all provisions of its Constitution, the *Corporations Act 2001* (Cth), the ASX Listing Rules and all other applicable rules and legislation.

Shareholders

- 11.2 The Company has a positive relationship with its shareholders. The Company always attempts to respond to their enquiries and requests as quickly as possible.
- 11.3 The Company is committed to delivering value for shareholders and exerts its best efforts to maximise shareholder benefits.
- 11.4 The Company treats all shareholders equally.

Disclosure

- 11.5 The Company values communication with its shareholders, other stakeholders and the public at large, and will fulfil its duty to make full, fair and timely disclosure of relevant information to shareholders and the ASX.

12 Employment practices

Diversity

- 12.1 The Company and its subsidiaries promote and support a diverse workforce at all levels of the Group. It is the Company's belief that creating a work environment that enables it to attract, retain, and fully engage diverse talents leads to enhanced innovation and creativity in its products and services. Further details regarding diversity can be found in the Company's Diversity Policy.

Health

- 12.2 The Company strives to protect the physical and emotional health of all employees in the workplace.
- 12.3 The Company and its subsidiaries should adopt and pursue an appropriate workplace health and safety policy. This policy should be implemented through education and training, and regularly reviewed. The policies should be in compliance with applicable health laws, regulations and appropriate practices.

Safety

- 12.4 The Company takes reasonable steps to ensure a safe and hazard-free workplace.
- 12.5 The Company adheres to safety standards focusing on hazard identification and risk assessment. These standards are implemented through education and training, and are reviewed from time to time. The standards are in compliance with applicable safety laws, regulations and appropriate practices.

Training and potential

- 12.6 The Company believes in enabling employees to develop to their full capability. The Company improves its, and its subsidiaries', employees' skills and competencies by regular performance reviews and undertaking education, training and coaching. The Company recognises potential and offers professional development opportunities within the Group.

Use of Company funds and resources

- 12.7 Group Personnel must not use Group funds, property, equipment or other resources for personal benefit.
- 12.8 Group Personnel should use Group funds sensibly and effectively. Group Personnel must report expenditures accurately. The Company will treat submission of a fraudulent expense report as serious misconduct.

Conflicts of interest

- 12.9 Group Personnel are expected to act at all times in the Group's best interests and to exercise sound judgment unclouded by personal interests or divided loyalties.
- 12.10 Group Personnel must avoid the appearance of, as well as actual, conflicts of interest in both their performance of duties for the Company and in their outside activities.

Bribes / facilitation payments

- 12.11 The Company's objective is to compete in the marketplace on the basis of superior products, services and competitive prices.

- 12.12 No facilitation payment or bribe or other unlawful payment or inducement in any form may be made or received, directly or indirectly, to anyone for the purpose of obtaining or retaining business, or to obtain any other favourable action. A violation of this policy will subject Group Personnel to disciplinary action as well as potential criminal prosecution.

Gifts

- 12.13 Group Personnel must exercise extreme care when giving or receiving business-related gifts.
- 12.14 Group Personnel should exercise particular caution in regard to any offers of value, including hospitality, entertainment and gifts when the Company or any of its subsidiaries is negotiating a contract and so may be in a position to influence, directly or indirectly the outcome of a decision. There must not be an impression of an improper connection between any gift and business opportunities.
- 12.15 Group Personnel must consider the monetary value of the gift, local custom and legal requirements when determining whether a gift should be retained or returned.
- 12.16 Group Personnel must not request gifts from any party with whom the Company or its subsidiaries conducts business. Group Personnel must not exchange gifts with the Group's competitors as this may create an actual or perceived conflict of interest.

Agreements with competitors

- 12.17 Formal or informal agreements with competitors that seek to limit or restrict competition in some way are often illegal. Unlawful agreements include agreements that seek to fix or control prices, allocate products, markets or territories, or boycott certain customers or suppliers.
- 12.18 To ensure compliance with applicable competition and anti-trust laws, discussions with competitors regarding any of these potential agreements is a violation of Company policy and will subject Group Personnel to disciplinary action as well as the potential for criminal prosecution.

13 Responsibilities to the community

Environmental protection

- 13.1 The Company respects the environment and protects our natural resources. To the extent practicable, the Company prevents or otherwise minimises and mitigates harmful effects of the Company's operations on the environment.

Human rights

- 13.2 The Company looks for opportunities to support positive efforts to promote broader understanding of human rights values, especially where they assist the Company's local communities.

Support for the community

- 13.3 The Company has a strong commitment to the improvement of society as well as the communities it serves and in which it operates. The Company encourages the support of charitable, civic, educational and cultural causes.

14 Responsibilities to the individual

Collecting information

- 14.1 Collecting information on the Company's competitors from legitimate sources to evaluate the relative merits of their products, services, and marketing methods is proper and often necessary. The Company considers stealing information as a serious breach of the Code. In addition, seeking confidential information from a new employee who recently worked for a competitor, or an employee misrepresenting their identity in the hopes of obtaining confidential information from a competitor, is strictly prohibited.

15 International compliance

- 15.1 Where the Company or its subsidiaries operate outside of Australia, the Company will use all reasonable endeavours to ensure the Group complies with all local and international laws. Group Personnel are expected to know and follow the laws of the relevant market where the Company operates.

16 Compliance with the Code

- 16.1 It is the responsibility of all Group Personnel to promote and comply with the Code.
- 16.2 The Company will not permit any form of retribution against any person, who, in good faith, reports known or suspected violations of the Code or any other Company policy.

17 Public availability of materials

This Code or a summary of its main provisions will be made publicly available on the Company's website in a clearly marked corporate governance section.

Adopted on 5 June 2017