



Code of Conduct Policy

Invion Limited

ACN 094 730 417

1 Introduction

1.1 Purpose

This code of conduct (**Code**) sets out the standards of conduct expected of our business and people, taking into account the Company's legal and other obligations to its stakeholders. It provides 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 Board of directors of the Company (**Board**) has endorsed this Code. The Board and management believe that the Company's commitment to this Code will maintain the confidence of the Company's key stakeholders in the Company's integrity. 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 is supplemented by policies approved by the Board and standards, processes and procedures developed by management that provide practical guidance on the principles, practices and standards employees are expected to follow.

1.2 Application

This Code applies to all directors of the Board, as well as officers, employees, contractors, consultants, other persons that act on behalf of the Company, and associates (as defined in the Corporations Act 2001 (Cth)) of the Company (together, the **Personnel**).

Personnel are expected at all times to act consistently with this Code. This Code operates in conjunction with the Company's policies and procedures relating to Personnel. It is essential that all Personnel are familiar with this Code, which is available on the Company's website.

2 Accountabilities

2.1 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 and receive appropriate training in respect of the Code of Conduct.

2.2 Employees

All employees are responsible for:

- (a) understanding and complying with the Code of Conduct. To this end, regular and appropriate training on how to comply with this Code of Conduct will be provided to all employees;
- (b) undertake their duties in a manner that is consistent with the provisions of the Code of Conduct;
- (c) reporting suspected corrupt conduct in accordance with the Company's Whistleblower Protecting Policy and Anti-Bribery and Anti-Corruption Policy; and

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

3 Our standards and policies

3.1 Conflicts of Interest

A conflict of interest occurs if a person's loyalties are divided, for example, where the Personnel or any family or friends of the Personnel have a personal or commercial interest which may interfere, or be perceived to interfere, with the performance of the Personnel's duties and responsibilities to the Company, making it difficult to perform the role objectively and effectively. The existence of a conflict of interest is not uncommon. What matters is how we manage the conflict.

All Personnel must act in the best interests of the Company. To safeguard the confidence of the Company's key stakeholders in the Company's integrity, it is paramount that Personnel do not allow personal interests or the interests of family or friends or any other interests to conflict with the interests of the Company.

All Personnel must:

- (a) avoid participating in decisions and activities which may conflict, or be perceived to conflict with their duties and responsibilities to the Company;
- (b) not enter into any arrangement or participate in any activity that would conflict with the Company's best interests or would be likely to negatively affect the Company's reputation;
- (c) not be involved in any other company, business or organisation as director, agent, employee or consultant, whether paid or unpaid, if there is a possibility that the Personnel's interests could conflict, or be perceived to conflict, with those of the Company unless approval has been provided from a direct manager or, for directors, from the Chairman of the Board.

Any Personnel involved in a conflict or possible conflict or who becomes aware of a conflict, must report this immediately to a direct manager or, for directors, to the Board as soon as possible.

In addition to avoiding conflicts of interests, all Personnel are expected at all times to act honestly, with high standards of personal integrity, as well as ethically and responsibly.

3.2 Opportunities, benefits and ownership of work

Personnel must not use Company or customer property (including intellectual property), information, their position or opportunities which arise from these to improperly gain a benefit for themselves or for another party or to cause detriment to the Company or its customers.

All Personnel have an obligation to avoid all financial, business and other arrangements which may be opposed to the interests of the Company, or which may place them in a competitive position with the Company. The product of any work performed while employed by the Company, or on behalf of the Company, or using Company property (including all intellectual property rights created in connection with that work) belongs to the Company.

3.3 Anti-bribery

A number of countries, including Australia, have strict laws against bribery and corruption. The anti-bribery laws of some countries including Australia, the United States and the United Kingdom can apply to things done in other countries. Anti-bribery laws can impose serious criminal and civil penalties. Significant reputational damage may also be incurred if an organisation is involved in bribery or corruption.

The Company must comply with and uphold all laws against bribery, corruption and related conduct applying to the Company in all the jurisdictions where the Company operates. This is consistent with the Company's core values of leading the way on individual and organisational goals. Personnel should comply with the Anti-Bribery and Anti-Corruption Policy which is available in the Corporate Governance section of the Company's website.

3.4 Dealings with government officials

All dealings with politicians and government officials which relate to the Company and its business activities must be conducted at arm's length and with the utmost professionalism, to avoid any perception of attempts to gain advantage or to improperly influence the outcome of an official decision.

Personnel must not make any donation or other financial contribution to any political party or candidate for an election or sponsor any organisations (other than in a purely personal capacity) without seeking and obtaining prior approval from the Company Secretary.

3.5 Confidentiality

In the course of the Company's business, Personnel may have access to business or personal information about the affairs of the Company, its clients, customers, employees, suppliers and our business partners. It may include business strategies, marketing and sales plans, competitive analysis, financial plans and forecasts, customers or employee information, supplier information and pricing.

All Personnel must keep such information confidential, even after any employment or engagement with the Company has finished. Personnel must not access or request or make improper use of transfer or disclose confidential information to anyone else, except as required by the responsibilities of that person's role in good faith and with the requisite authorisation.

Any confidential information that comes into any Personnel's possession by mistake or inadvertently should be returned immediately. If required by an authority to provide confidential information which has not been otherwise authorised, the Company Secretary must be notified immediately.

3.6 Privacy

Personnel must respect and safeguard the privacy of personal information held by the Company regarding its clients, customers, suppliers, employees and others.

Personnel with access to this information must ensure that it is collected, kept, disclosed, handled and used in a manner that complies with the Privacy Act 1998 (Cth), the Australian Privacy Principles, any other privacy and data protection laws that may apply and the Company's Privacy Policy.

3.7 Discrimination, bullying, harassment and vilification

Discrimination, bullying, harassment or vilification in the workplace will not be tolerated by the Company. Any such conduct will be dealt with in accordance with Company policy.

3.8 Health and safety

The Company is committed to ensuring the health and safety of its employees, consultants, contractors and visitors to its workplace and any other persons who the Company works with, as required by law.

Personnel must comply with the laws and regulations that apply to the Company and its operations. Company officers have additional due diligence health and safety obligations which they must comply with.

The use of alcohol and drugs may impair performance at work, have an adverse impact on productivity and can pose a risk to health and safety. To assist with ensuring the safety of our workplace, the consumption of alcohol, and the use of any prescription drugs which may impair a person's ability to perform their work, or which pose a risk to their or others' health and safety, must be strictly in accordance with Company policy.

Personnel must not knowingly participate in any illegal or unethical activity. The Company will not tolerate the use of illegal drugs or improperly used prescription medicine, or alcohol (except for moderate consumption at social events) on Company premises or when performing work for the Company, travelling on behalf of the Company, attending work related functions or activities or conducting business on the Company's behalf. The possession, use, sale or offering or distribution of illegal drugs or other controlled substances on Company premises or while performing work for the Company, conducting Company business, travelling on behalf of the Company or at work related functions or activities is forbidden.

3.9 Protection of and use of the Company's assets and property

Personnel must protect the Company's assets and property (including intellectual property) and ensure that the Company's assets and property are used only for the benefit of the Company's business. Personnel must report any suspected or actual theft or fraud to their manager or the Company Secretary or any other contact nominated by the Company.

Personnel must not use the Company's assets or property for personal purposes except in accordance with any Company policy or approved arrangement. Personnel must return Company assets and property immediately upon request by the Company.

All expenses must be documented and reported in a timely manner.

3.10 Compliance with laws

The Company is committed to complying with the laws and regulations of the countries in which it operates.

Personnel must:

- (a) comply with all laws and regulations relating to the Company, including document retention requirements;
- (b) comply with the technical and ethical requirements of any relevant regulatory or professional body;
- (c) not breach, or omit to do something in breach of, any law or regulation or requirement.

All actual or potential breaches of the above must be reported immediately to the Company Secretary or a direct manager.

Personnel are expected to participate in relevant compliance training programs offered by the Company.

3.11 Responsibility to shareholders and the community

The Company is committed to providing value to its shareholders and recognising the legitimate interests of other stakeholders. The Company has policies regarding the timely provision of information to its shareholders and other stakeholders including posting information to its website. It has processes to ensure that the accounts and financial information it provides represent a true and fair view of the financial performance and position of the Company. Personnel must fully cooperate with, not make any false or misleading statement to or conceal any relevant information from, the Company's auditors. All Personnel should deal with customers and suppliers fairly.

3.12 Money laundering and terrorist financing

The Company will, wherever possible, put processes and systems in place to identify, manage and mitigate the risk of money laundering and terrorist financing. The Company does this to protect its reputation, to comply with relevant laws and to be a good corporate citizen. Failure to do so may result in social harm, significant penalties, including and regulatory action. The Company is committed to the following three key anti-money laundering and counter-terrorism financing principles:

- (a) comply with anti-money laundering and terrorist financing legislation in the countries the Company operates in;
- (b) work in conjunction with the Australia Government and the governments of the countries the Company operates in, and support their objectives in relation to the prevention, detection and control of money laundering; and
- (c) decide, where necessary, not to provide products or services based upon decisions guided by money laundering and terrorist financing risk appetite and corporate social responsibility.

3.13 Insider trading

Insider trading is a serious offence prohibited by law. Personnel must at all times avoid trading the Company's securities (or any other securities) while in possession of inside information.

All Personnel must review the Company's Securities Trading Policy, which provides further guidance on the insider trading prohibition.

3.14 Money laundering and terrorist financing

All Personnel are encouraged to report any actual or suspected unethical behaviour, including excess waste or breaches of the Company's codes and policies, to a manager or the Company Secretary or any other contact nominated by the Company. Matters raised will be investigated. The Company is committed to ensuring that Personnel can raise concerns in good faith without being disadvantaged in any way to the extent that the law permits.

All Personnel must review the Company's Whistleblower Protection Policy, which provides further guidance on whistleblower protection.

3.15 Information Systems, Devices and Social Media

Information Systems

Email, the internet, facsimile, telephones and other information systems must be used appropriately so as to maintain and not put at risk the integrity of the Company's information systems. The Company has policies in place to manage risks associated with information technology systems and their use. Employees must comply with the requirements of those policies at all times.

Bring your Own Devices

Employees linking personal devices to the Company's information systems must ensure they first obtain appropriate authorisation and use such devices in accordance with all relevant policies.

Social Media/Networking

Employees must ensure that they use any social media networking sites in accordance with the requirements of the Code of Conduct and relevant policies.

3.16 Public and Media Comment

- (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'. Employees should refer to the Company's Whistleblower Protection Policy for further information.

3.17 Use of Company Resources

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

If employees are authorised to use Company resources outside core business times, they must take responsibility for maintaining, replacing, and safeguarding the resources 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.

3.18 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.

3.19 Corrupt Conduct

Employees must comply with the Company's Anti-Bribery and Anti-Corruption Policy at all times. 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.

Employees should refer to the Company's Whistleblower Protection Policy in respect of reporting corrupt conduct, conduct in breach of any of the Company's policies or its Code of Conduct.

3.20 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.

3.21 Responsibilities to Investors

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

4 General

- (a) This Code is an essential policy of the Company and all Personnel must comply with this Code. Breaches may result in disciplinary action including suspension or termination of employment, or even legal action.
- (b) Breaches of this Code must be reported to a direct manager or to the Company Secretary. Personnel should speak to the Company Secretary if they are unsure about the process for reporting breaches. Material breaches of this Code will be reported to the Board.
- (c) A copy of this Code will be available on the Company's website and distributed to all Personnel.

- (d) The Board will review this Code from time to time to check that it is operating effectively and consider whether changes are required. This code may be amended by resolution of the Board.
- (e) If a person requires further information or clarification on this Code, please contact the Company Secretary.

5 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) treat fellow employees with respect and not engage in bullying, harassment or discrimination;
- (c) disclose and deal appropriately with any conflicts between your personal interests and your duty as a director, senior executive or employee (as applicable);
- (d) not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
- (e) not take advantage of your position for the opportunities arising therefrom for personal gain;
- (f) 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;
- (g) operate within the law at all times;
- (h) act in the best interests of the Company;
- (i) follow the policies of the Company and adhere to the Company's values; and
- (j) act in an appropriate business-like manner when representing the Company in public forums and deal with customers and suppliers fairly.

6 Breaches of the Code of Conduct

Material breaches of this Code of Conduct must be reported to the Board or a committee of the Board.

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.

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

7 Policy Review

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

8 Further Assistance

Any questions regarding this Policy should be referred to the Company Secretary in the first instance.

9 Approved and adopted

This Policy was approved and adopted by the Board on 4 August 2021.