



Code of Conduct

HUB24 Limited

ACN 135 332 320

Recommendations of ASX

Principle 3 of the ASX Corporate Governance Council's Principles and Recommendations 3rd edition (**Recommendations**) recommends that the Company establish a code of conduct (**Code**) to guide its directors, executives and employees (**all personnel**) in order to:

- (1) Express the organisation's commitment to not only complying with its legal obligations but to also act ethically and responsibly;
- (2) State the organisations expectations that all directors, senior executives and employees will:
 - a. Act in the best interests of the entity;
 - b. Act honestly with high standards of personal integrity;
 - c. Comply with the laws and regulations that apply to the entity and its operations;
 - d. Not knowingly participate in any illegal or unethical activity;
 - e. not enter into any arrangement or participate in any activity that would conflict with the entity's best interests or that would be likely to negatively affect the entity's reputation;
 - f. not take advantage of the property or information of the entity or its customers for personal gain or to cause detriment to the entity or its customers; and
 - g. not take advantage of their position or the opportunities arising therefrom for personal gain.
- (3) Describe the organisation's processes for preventing the offering or acceptance of bribes and other unlawful or unethical payments or inducements;
- (4) Describe the organisations processes for handling actual or potential conflicts of interest;
- (5) Identify the measures the organisation follows to encourage the reporting of unlawful or unethical behaviour.

This Code of Conduct sets ethical standards for the Directors, executives and employees of the Company and reflects the directors' and executives' intention to ensure that their duties and responsibilities to the Company are performed with the utmost integrity.

The conduct of the directors, executives and employees is governed by the following principles.

1 Integrity and professionalism

- 1.1 All personnel will act honestly, with integrity and in the best interests of the Company in all of their dealings for the Company.
- 1.2 All personnel will maintain the highest levels of professional conduct in their interactions with colleagues, business partners and in representing the Company in the community.
- 1.3 All personnel will not discriminate against others, for instance on the grounds of people's race, religion, gender, marital status or disability.
- 1.4 All personnel will be truthful, and not mislead or make any false statements, nor mislead by omission. Directors and executives will not make promises or commitments that the Company does not intend, or would be unable, to honour.
- 1.5 The Company encourages all personnel to report in good faith suspected unlawful or unethical behaviour. Refer to the Company's Whistleblowing Policy for more information and guidance.
- 1.6 No payment 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 the employee to disciplinary action as well as potential criminal prosecution.

2 Compliance with the law

- 2.1 All personnel will abide by the law at all times.
- 2.2 All personnel are bound by the laws of the state and country in which they operate.

3 Conflicts of interest

- 3.1 Directors and executives 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.
- 3.2 Directors and executives owe their first duty to the Company. In circumstances where other roles (whether serving as directors or trustees of another organisation) potentially conflict with the Company's interests, the Senior Executive will advise and seek approval from the Chair in accordance with this Code and the Company's Constitution.
- 3.3 Directors and executives will not use their role within the Company for political interests at any time, or for community interests unless authorised by the Company.

4 Confidential information

- 4.1 All personnel must ensure that confidential information relating to the Company, its customers, its operations, or any other commercially sensitive matter, are not given either inadvertently or deliberately to third parties without the consent of Managing Director or the Board. Other than in circumstances required by law, there is no reason for Senior Executives 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.
- 4.2 All personnel will maintain and observe their obligations of confidentiality and proper use of information even after leaving the Company's employment.

5 Inside information

- 5.1 All personnel must not use inside information for personal gain.
- 5.2 If a staff member has inside information (being market sensitive information, information not in the public domain or information about any entity related to the Company or a strategic partner of the Company which has come to the knowledge of the staff member through their employment by the Company), the staff member 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).
- 5.3 All personnel will comply with the Company's Securities Dealing Policy.

6 Benefits to Directors and Executives

- 6.1 Directors and executives must not use their status as a director or executive of their company to seek personal gain from those doing business or seeking to do business with the Company.
- 6.2 All personnel of the Company must not accept payments, gifts or entertain in a way which is inconsistent with the provisions set out in this Code of Conduct. All personnel must report the offering of any such benefit to the Managing Director.

7 Fair dealing

- 7.1 The Company is committed to fair competition and trading in all markets in which it operates.
- 7.2 Executives will take into account the impact of environmental, health and safety, and competition issues when making business decisions. The executives will ensure that these business decisions do not compromise the Company's commitment to avoiding injury to people, damage to the environment or compromise the competition provisions of the Trade Practices

Act, and will ensure that the Company complies at all times with all relevant laws.

8 Corporate Opportunities

- 8.1 All executives 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.

9 Protection and Proper Use of Company Assets

- 9.1 All personnel must endeavour to protect the Company's assets and ensure their efficient use. Any suspected incident of fraud or theft must be immediately reported for investigation. Company assets should be used for legitimate business purposes and should not be used for non-Company business.
- 9.2 The obligation to protect the Company's 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.

10 Observance of the Code of Conduct

- 10.1 Executives will report and record any behaviour that involves non-compliance with this Code. The Managing Director will be made aware of any such acts or behaviour, take any action that is considered appropriate in the circumstances and report to the Chair as appropriate.
- 10.2 Directors, executives and all personnel will work collaboratively and will apply the principles of this Code to their duties and responsibilities on a daily basis.