

Code of Conduct

dorsaVi Limited

ACN 129 742 409

Code of conduct for directors and employees

1. Introduction

1.1 This code of conduct applies to:

- (a) the directors of dorsaVi Limited (**Company**) and its controlled entities (**Group**) including the chief executive officer;
- (b) any other employee or officer of the Group; or
- (c) any contractor or consultant to the Group whose terms of engagement incorporate this code of conduct.

1.2 In this code of conduct, **Employees** includes the chief executive officer and any person referred to paragraph 1.1(b).

2. Purpose

2.1 As well as the legal and equitable duties owed by directors and Employees, the purpose of this code of conduct is to:

- (a) articulate the high standards of honest integrity, ethical and law-abiding behaviour expected of directors and Employees;
- (b) encourage the observance of those standards to protect and promote the interests of shareholders and other stakeholders (including employees, customers, suppliers and creditors); and
- (c) set out the responsibility and accountability of directors and Employees to report and investigate any reported violations of this code or unethical or unlawful behaviour.

3. Honesty, integrity and mutual respect

The Group expects each director and Employee to:

- (a) observe the highest standards of honesty, integrity, respectful and law-abiding behaviour when:
 - (i) performing their duties; and
 - (ii) dealing with any officer, employee, shareholder, customer, supplier, auditor, lawyer and other adviser of the Company.

4. Conflicts of interest or duty

- 4.1 Each director and Employee must avoid placing himself or herself in a position that may lead to:
- (a) an actual or a potential conflict of interest or duty; or
 - (b) a reasonable perception of an actual or potential conflict of interest or duty.
- 4.2 Each director and Employee must:
- (a) fully and frankly inform the board of any personal or external business interest that may lead to:
 - (i) an actual or potential conflict of interest or duty; or
 - (ii) a reasonable perception of an actual or a potential conflict of interest or duty.
- 4.3 Each director must:
- (a) leave the room when the board considers any matter in which the director has or may have a conflict of interest or duty; and
 - (b) comply with the *Corporations Act 2001* (Cth) and the Company's Constitution in relation to the disclosing material personal interests and restrictions on voting by directors.
- 4.4 Each non-executive director must inform the chairperson of the board of:
- (a) any existing directorship or other office held by the director in another entity outside the Group; and
 - (b) any proposed appointment as a director or Employee of another entity outside the Group before accepting the appointment.

5. Corporate opportunities

- 5.1 A director or Employee must not improperly use their position, property or information acquired through their position for personal gain or gain of an associate or to compete with or harm other Employees or the Group.
- 5.2 A director or Employee must only use goods, services and facilities received from the Group in accordance with the terms on which they are given.
- 5.3 A director or Employee must not accept any improper gift from the Group's existing or potential customers or suppliers. If an Employee is in any doubt about accepting a gift, he/she should contact the CEO.

6. Confidentiality

- 6.1 Any information acquired by a director or Employee while performing their duties is confidential information of the Company and must be kept confidential. This information must not be disclosed to a third party except where that disclosure is:
- (a) authorised by the board; or
 - (b) required by law or a regulatory body (including a relevant stock exchange).
- 6.2 Each director's and Employee's obligations of confidentiality continue after he or she leaves the Group.

7. Fair dealing

- 7.1 A director or Employee through their position or title, must not take unfair advantage of any officer, employee, customer, supplier, competitor, auditor, lawyer or other adviser of the Company through, illegal conduct, manipulation, undue influence, concealment, abuse of confidential information, misrepresentation of material facts, or any other unfair-dealing practice.

8. Protection and proper use of assets

- 8.1 A director or Employee may only use a Group asset (for example, a product, vehicle, computer or money) for legitimate business purposes or other purposes approved by the board.
- 8.2 Each director and Employee must immediately report any suspected fraud or theft of a Group asset for investigation.

9. Compliance with laws, regulations, policies and procedures

Everyone must comply with the law and in addition:

- (a) comply with the protocols, policies and procedures of the Group, including its Corporate Code of Conduct; and
- (b) encourage other officers and employees to do the same.

10. Reporting of unlawful and unethical behaviour

- 10.1 The Group expects each director and Employee to report promptly and in good faith any actual or suspected violation by an officer or employee of the standards, requirements or expectations set out in this code of conduct.
- 10.2 In accordance with the Group's Whistleblower Policy, if an employee or officer reports, in good faith, any violation or inappropriate behaviour, each director and Employee must ensure:
- (a) all reports are kept confidential to the extent possible, with full details known only by the Whistleblower Protection Officers who will require the information to conduct the investigation;
 - (b) the reporting person's identity is only disclosed with their consent, except where disclosure is required by law; and
 - (c) no disciplinary, discriminatory or other adverse action is taken or tolerated against the reporting person for reporting the violation.

11. Approved and adopted

This code of conduct was approved and adopted by the board on 30 October 2013.