



**IXUP Limited**

**Corporate Governance Policies**

**Code of Conduct**

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## 1. Code of Conduct

This code of conduct aims to encourage the appropriate standards of conduct and behaviour of the Directors, officers, employees and contractors (collectively called the **Employees**) of the Company.

Employees are expected to act with integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

The purpose of this Code of Conduct (**Code**) is to:

- (a) articulate the standards of behaviour expected of the Company's Employees;
- (b) ensure the highest ethical standards are maintained within the Company;
- (c) ensure the reasonable expectations of the Company's stakeholders are met; and
- (d) identify the actions that should be taken where a breach occurs.

All Employees will be provided with appropriate training to assist them in becoming familiar with their obligations under this Code. This Code should be read in conjunction with all relevant Company policies.

### 1.2 Our Values

The Company's Values are presently based on the general principle in the Code of Conduct, with the Board and Executives in the process of adopting new Company Values across the previous and newly acquired international and Australian entities and business assets.

### 1.3 General Principles

- (a) Employees of the Company must act in accordance with the Company's stated values and act honestly, in good faith and in the best interests of the Company as a whole.
- (b) Employees have a duty to use due care and diligence in fulfilling the functions of their position and exercising the powers attached to their employment.
- (c) Employees must recognise that their primary responsibility is to the Company's shareholders as a whole.

### 1.4 Compliance with the Law

Employees must respect observe all laws and regulations that apply to the Company and its operations. This requirement means Employees should understand the laws and regulations relevant to them, as an ordinary person, in relation to their specific job and the country in which they are working. This includes work health and safety laws, environmental laws, equal opportunity and discrimination laws, privacy laws and, depending on the employee, may include corporate, taxation, financial reporting, and employment laws and regulations. Employees must also be familiar with the Company's internal policies in relation to such matters.

Employees are expected to comply not only with their legal obligations but also to act ethically and responsibly in their interactions with each other and in representing the Company.

The Company reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or a breach of the law.

## **1.5 Fair Trading and Dealing**

The Company expects all Employees to maintain the highest standard of ethical behaviour in conducting business and to behave with integrity in dealings with customers, shareholders, government, employees, suppliers and the community.

When dealing with others, Employees must:

- (a) perform their duties in a professional manner;
- (b) act with the utmost integrity and objectivity; and
- (c) strive at all times to enhance the Company's reputation and performance.

## **1.6 Conflicts of Interest**

Employees are expected to avoid placing themselves in positions where their private interests conflict directly or indirectly with their obligations to the Company. A conflict of interest can arise where there is a personal, family or associated commercial interest which may interfere, or appear to interfere with the interests of the Company or Group as a whole and influence the individual in the effective and objective performance of their duties and responsibilities because of divided loyalties.

Examples Include:

- (a) being involved in or having a significant ownership or personal financial interest in other enterprises where a conflict may arise with the member of staff's obligations to the Company;
- (b) participating in activities or discussions where there may be a conflict with their duties and responsibilities to the Company;
- (c) soliciting or receiving benefits such as cash, gifts or entertainment in connection with, or as a reward for, any service or business of the Company, where the benefits, because of the frequency of the offers, the cost and circumstances and timing in which they are offered, creates, or could be interpreted as creating, an obligation that affects the individual's objectivity in making a business decision;
- (d) taking advantage of property, information or other opportunities arising from your position in the Company;
- (e) conflicts of interest arising from a family, business or personal relationship; or
- (f) conflicts arising from activities outside employment (such as involvement in community activities and professional organisations).

Any conflict of interest or potential conflict of interest should be reported to the individual's senior officer/manager and, in the case of Directors, to the Board. The Board will procure the maintenance of a register recording the conflicts of interest or potential conflicts of interest which may arise.

## **1.7 Confidential Information**

Employees must not disclose or use in any manner confidential information about the Company, its customers or its affairs, that they acquire during employment with the Company, unless the information is already legitimately public knowledge. This obligation continues to apply to

Employees after they leave the Company.

Confidential information includes, but is not limited to trade secrets, lists of customers, employee (personal) details, details of marketing programs, technical and systems information (including algorithms), information about suppliers, computer systems and business strategies.

## **1.8 Anti-Discrimination, Bullying and Harassment**

The Company's commitment to diversity and equal employment opportunity means that it is committed to providing a workplace free of all forms of unlawful discrimination and harassment.

The Company considers discrimination, harassment and bullying to be serious workplace issues. The Company will promptly investigate all allegations of harassment, bullying, victimisation or discrimination and will take appropriate corrective action. Retaliation against individuals for raising claims of harassment or discrimination will not be tolerated.

## **1.9 Alcohol, Drug and Tobacco Use**

Employees must not be impaired by alcohol or legal or illegal drugs while at work or when performing their duties and they must respect all restrictions applying to cigarette smoking. Misusing controlled substances or alcohol or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs on the job will not be tolerated.

## **1.10 Directors**

The following additional principles apply to Directors of the Company and aim to ensure directors have a clear understanding of the Company's expectations of their conduct.

- (a) **Fiduciary duties**  
All Directors have a fiduciary relationship with the shareholders of the Company. A Director occupies a unique position of trust with shareholders, which makes it unlawful for Directors to improperly use their position to gain advantage for themselves.
- (b) **Duties of Directors**  
Each Director must endeavour to ensure that the Company is properly managed so as to protect and enhance the interests of all shareholders. To this end, Directors need to devote sufficient time and effort to understand the Company's operations.  
  
Directors should ensure that shareholders and the ASX are informed of all material matters which require disclosure and avoid or fully disclose conflicts of interest.
- (c) **Conflict of interest**  
Executive Directors must always be alert to the potential for a conflict of interest between their roles as executive managers and their fiduciary duty as Directors.

## **1.11 Stakeholders**

The Board recognises that the primary stakeholders in the Company are its shareholders. Other legitimate stakeholders in the Company include employees, customers, creditors, suppliers, regulators and the general community.

The Company's primary objective is to create shareholder wealth through capital growth by the continued development of its business and the provision of innovative solutions within the relevant and related industry. This is achieved by:

- (a) keeping the market informed of its activities;
- (b) actively developing and investing in the Company's product offering; and
- (c) seeking new opportunities that are complementary to the Company's interests.

The Company is committed to conducting all its operations in a manner which:

- (a) protects the health and safety of all employees, contractors and community members;
- (b) recognises values and rewards the diversity and individual contribution of each employee;
- (c) employs the best available persons with the skills required to carry out vacant positions;
- (d) achieves a balance between economic development, maintenance of the environment and social responsibility;
- (e) maintains good relationships with suppliers and the local community; and
- (f) is honest, lawful and moral.

All Employees are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

### **1.12 Consequences for breaching the Code**

The Company views breaches of this Code as serious misconduct. Employees who have become aware of any breaches of this Code must report the matter immediately to the Company Secretary, or in their absence, the Chair. The Company Secretary has the responsibility to report the breach to the appropriate senior management and to advise the relevant employee of the outcome and actions implemented. The Company will ensure that the Board is informed of any material breaches of this Code.

Any Employee who in good faith, reports a breach or a suspected breach will not be subject to any retaliation or recrimination for making that report.

Employees who breach the policies outlined in the Code may be subject to disciplinary action, including in the case of serious breaches, dismissal.

The Company will monitor compliance with the Code periodically by liaising with the Board, management and other Employees especially in relation to any areas of difficulty which arise from this Code and any other ideas or suggestions for improvement of it. Suggestions for improvements or amendments of the Code can be made at any time in writing to the Company Secretary.

### **1.13 Review of Policy**

The policy will be reviewed regularly periodically and updated as required to ensure it remains consistent with current law and practice. The latest version of this policy can be found on the Company's website or obtained from the Company Secretary.

Date of approval: 2 May 2024 (effective)