

Code of Conduct

1. INTRODUCTION

1.1 Background and application

Zebit Inc. (**Company**) is committed to acting ethically, responsibly and in compliance with all applicable laws and regulations.

This Code of Conduct applies to all directors, advisors, officers, employees, consultants and contractors of the Company (**Personnel**). All Personnel must comply with this Code of Conduct and any other Company policies as they apply from time to time.

This Code of Conduct applies (without limitation) to all:

- (a) business activities conducted by Personnel in the exercise of their role or on behalf of the Company; and
- (b) Personnel dealings with shareholders, customers, clients, suppliers, competitors, key stakeholders and other Personnel.

This Code of Conduct does not form part of any Personnel's contract of employment or contractual agreement with the Company.

1.2 Objectives

The board of directors of the Company (**Board**) has established this Code of Conduct to ensure:

- (a) the Company maintains its integrity and high ethical standards; and
- (b) all Personnel are aware of their ethical responsibilities to the Company.

This Code of Conduct is a set of principles that reflect the Company's core values and approach to business conduct. It does not attempt to cover every legal or ethical dilemma the Company or individual Personnel may face.

2. REQUIRED ETHICAL CONDUCT

2.1 Personal integrity

All Personnel must act ethically and with high standards of personal integrity. All Personnel must:

- (a) act honestly, fairly, reasonably, respectfully, in good faith and in the best interests of the Company;
- (b) exercise due care, skill and diligence in the exercise of their role and when representing the Company; and
- (c) not engage in any conduct that may negatively affect the Company's reputation.

2.2 Compliance with laws and regulations

All Personnel must:

- (a) comply with all laws and regulations that apply to the Company and its business operations (in all jurisdictions the Company operates in); and
- (b) not knowingly participate in any illegal or unethical activity.

All Personnel must report to the Company any actual or potential breach of an applicable law or regulation. All Personnel (other than directors) must promptly report such matters

to their immediate supervisor or manager, Company Secretary or chair of the Audit and Risk Committee, as is reasonably appropriate. Directors must promptly report such matters to the Board.

2.3 Conflicts of interest

All Personnel must avoid entering into any arrangement or participating in any activity that would conflict with the Company's best interests or would be likely to negatively affect the Company's reputation.

Personnel must disclose to the Company any actual, perceived or possible conflict of interest between the Personnel's personal interests and the Company's interests, as and when Personnel become aware of them. Personnel (other than directors) must promptly disclose such matters to their immediate supervisor or manager, Company Secretary or chair of the Audit and Risk Committee, as is reasonably appropriate. Directors must promptly disclose such matters to the Board.

2.4 Misuse of property or position

Personnel must:

- (a) only use the Company's property, assets or information (including intellectual property) for lawful and legitimate business purposes authorised by the Board;
- (b) not take advantage of the property, assets or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
- (c) not otherwise misuse the Company's property or information;
- (d) not take advantage of the Company, their position, or the opportunities arising therefrom, for personal gain.

2.5 Confidentiality and privacy

By virtue of their position, Personnel may have access to:

- (a) information or documents that relate to the affairs or business of the Company or its customers that are not generally available to the public, including the Company's intellectual property (**Confidential Information**); and/or
- (b) information of a personal nature held by the Company regarding its customers, clients, suppliers or other Personnel (**Personal Information**).

Personnel must not disclose any Confidential Information to any other person who does not have a legitimate business reason for receiving that information, except where such disclosure is required by law or authorised by the Board or CEO.

All Personnel must comply with the Company's Privacy Policy as it applies from time to time and respect and protect the privacy of Personal Information.

Personnel must return all Company property (including Confidential Information and Personal Information):

- (c) upon termination of their employment or contractual arrangement;
- (d) in the case of a director, upon their resignation or removal from the Board; or
- (e) on request by the Board or CEO.

If requested by the Board or CEO, Personnel must destroy or delete any Confidential Information or Personal Information.

2.6 Diversity and anti-discrimination

All Personnel must not engage in any form of discrimination, bullying, harassment, vilification and victimization against other Personnel, shareholders, customers, clients, suppliers and competitors of the Company. Personnel must otherwise comply with the Company's Diversity Policy as it applies from time to time.

2.7 Avoiding corruption and bribery

All Personnel must avoid situations or exchanges which could reasonably be interpreted as a bribe or improper inducement. All Personnel must:

- (a) comply with all applicable laws and regulations against bribery, corruption and related conduct;
- (b) not accept any benefit (monetary or otherwise) that could reasonably be interpreted as a bribe or other improper inducement;
- (c) not give or offer to any person any benefit (monetary or otherwise) that could reasonably be interpreted as a bribe or other improper inducement on behalf of the Company or for the purpose of furthering the Company's interests; and
- (d) comply with all Company policies related to anti-corruption and bribery as they apply from time to time, including but not limited to the Anti-corruption and anti-money laundering Policy.

3. COMPLIANCE WITH THE CODE OF CONDUCT

3.1 Compliance

The Board is responsible for monitoring Personnel compliance with this Code of Conduct.

The Company requires all Personnel who become aware of an actual or suspected breach of this Code of Conduct or other applicable Company policy to disclose this to the Company. Personnel (other than directors) must promptly disclose such matters to their immediate supervisor or manager, Company Secretary or chair of the Audit and Risk Committee, as is reasonably appropriate. Directors must promptly disclose such matters to the Board. The Company will ensure that Personnel are not disadvantaged for complying with this requirement.

The Company will investigate all alleged or suspected breaches of this Code of Conduct. If Personnel are found to have failed to comply with this Code of conduct, the Company may take appropriate disciplinary action, including termination of the Personnel's employment or engagement with the Company.

3.2 Guidance

If any Personnel (except directors) have questions about the operation of this Code of Conduct they should contact their immediate supervisor or manager, Company Secretary or chair of the Audit and Risk Committee, as is reasonably appropriate. Directors should refer any concerns or issues regarding the operation of this Code of Conduct to the Board.

4. ADOPTION AND REVIEW OF CODE OF CONDUCT

4.1 Adoption

The Board adopted this Code of Conduct on August 20, 2020. It takes effect from that date and replaces any previous Company policy in this regard.

4.2 Review

This Code of Conduct can only be amended with the approval of the Board. The Board will review this Code of Conduct periodically and will communicate any amendments to Personnel as appropriate.