

Openpay Group Ltd

Code of Conduct

22 November 2019

Code of Conduct¹

Openpay Group Ltd (ACN 637 148 200) (the Company) and its subsidiaries

1. Introduction

1.1 Background

The Company is committed to instilling and continually reinforcing a culture across the organisation of acting lawfully, ethically and responsibly. These standards are reflected in its statement of values which it will articulate and disclose publically. The Company expects you to be familiar with the Company's values and have a personal commitment to meeting these standards. These standards go beyond mere compliance with laws and regulations. They embrace the values which are essential to the Company's continued success and involve acting with honesty, integrity and in a manner that is consistent with the reasonable expectations of investors and the broader community. It includes being, and being seen to be, a 'good corporate citizen', for example by:

- (a) respecting the human rights of its employees;
- (b) creating a safe and non-discriminatory workplace;
- (c) dealing honestly and fairly with suppliers and customers;
- (d) acting responsibly towards the environment; and
- (e) only dealing with business partners who demonstrate similar ethical and responsible business practices.

1.2 Purpose

This Code of Conduct (**Code**) clearly states the standards of lawful, responsibility and ethical conduct expected of you as a director or employee of the Company. It applies to all directors and employees of the Company, and where relevant and to the extent possible, consultants, secondees and contractors of the Company.

The Code requires you and, where relevant and to the extent possible, consultants, secondees and contractors of the Company to adhere to the law and various policies of the Company referred to in this Code. The standards set out in this Code cannot, and do not try to, anticipate every situation which may pose a legal, ethical or moral issue. Therefore, the Code is not a prescriptive set of rules for business behaviour, but rather a practical set of principles giving direction and reflecting the Company's approach to business conduct.

You need to exercise sound judgment when evaluating an issue of business conduct. If you are in any doubt, you should seek advice before taking any action which may compromise yourself or the Company.

¹ A link to the Company's corporate governance policies can be found here: www.openpay.com.au

2. The Company's business ethics

2.1 Openness, honesty, fairness, integrity and in the best interests of the Company

You must conduct yourself lawfully with openness, honesty, fairness, integrity and in accordance with the Company's stated values and in the best interests of the Company in all business transactions and in all dealings with others including customers, suppliers, shareholders, employees, joint venture partners, creditors, financiers, the financial markets, governments and the general public.

This means that you:

- (a) must comply with all laws and regulations that apply to the Company and its operations;
- (b) must not make promises or commitments which to your knowledge the Company is unable to, or does not intend to, honour;
- (c) must ensure that all business decisions with customers and suppliers are made solely on sound commercial grounds having regard to the quality, price and service;
- (d) must not use the Company's name or your position for personal gain or in competition with the Company;
- (e) must act with due care and diligence in fulfilling the functions of your office or employment;
- (f) disclose and appropriately manage any conflicts between your personal interests and your duties as a director, senior executive or employee;
- (g) treat fellow staff members with respect and integrity; and
- (h) should not engage in conduct which may bring discredit upon the Company.

2.2 Giving and accepting business courtesies

You must not give, seek or accept in connection with the Company's operations any gifts, meals, refreshments and entertainment which goes beyond common courtesies associated with ordinary and proper course of business. You must avoid everything that could reasonably be construed as a Bribe (as defined in the Company's Anti-Bribery and Corruption Policy) or improper inducement.

The rationale for this restriction is that the offer or acceptance of a gift can create an obligation or be construed or used by others to allege favouritism, discrimination, collusion or similarly unacceptable practices by the Company. If you are in the position of potentially receiving or providing a gift or benefit in course of Company business, please consult the Company's Anti-Bribery and Corruption Policy which can be found on the Company website.

2.3 Financial and other inducements

Offering a Bribe (as defined in the Company's Anti-Bribery and Corruption Policy) to a government official and the receipt of a Bribe by a government official is prohibited under Australian law and the laws of most countries. Australia is a signatory to the OECD Convention Combating Bribery of Foreign Public Officials in International Business Transactions and has enacted legislation prohibiting the offering of anything of value to foreign public officials which enables it to prosecute its citizens and corporations for the bribery of public officials in other countries.

A contravention of anti-bribery legislation has serious consequences, such as imprisonment or fines.

You should not make any payments or payments in kind (gifts, favours, etc) to influence individuals to award business opportunities to the Company or make business decisions in the Company's favour. If you are unclear about these prohibitions, please consult the Company's Anti-Bribery and Corruption Policy which can be found on the Company website.

2.4 Mutual respect

You are expected to treat with courtesy and respect your colleagues, joint venture partners, customers, suppliers, shareholders and anyone else with whom you interact in your work. You must not engage in bullying, harassment or discrimination with anyone with whom you interact with in your work.

You are committed to contributing to, and acting in a way that promotes, a workplace free from bullying, discrimination and harassment. Any words, actions or documents that are reasonably likely, in all the circumstances, to offend, insult, humiliate or intimidate another person or group of persons should be avoided in order to promote a sustainable and high-performing environment.

2.5 Ethical conduct

You must act ethically in your approach to business decisions.

In negotiating and administering contracts and other business relationships, you are expected to be fair and reasonable. You must not behave in any way that is, or might be construed as being harsh, oppressive, unconscionable, unethical, coercive or dishonest.

2.6 Matters of concern or interest to investors

The Company will maintain an investor relations programs to seek to understand matters of concern or interest to professional and retail investors. If employees or Directors receive significant comments or concerns from investors or their representatives, they should convey those comments to the Company Secretary who will consider that information and if appropriate inform the Board and senior executives.

3. Business and personal conduct

3.1 Compliance with laws and regulations

You must comply with all laws and regulations relating to your business conduct and the Company's operations. This includes being familiar with the duties and responsibilities applying to you under the laws relevant to the Company and in the context of your role in the Company.

Any activities carried out by yourself or the Company outside Australia must comply with the foreign laws which may apply to any activities or operations.

Each member of the leadership team is required to ensure that they are aware of the legal obligations and requirements that impact their areas of responsibility.

The laws that govern the Company's business activities may be complex. You are encouraged to contact the Company Secretary if you are unclear about laws or regulations relating to your work. There can be no justification for knowingly breaking the law or for choosing to be uninformed about the law. Good motives are not an excuse for committing illegal acts.

3.2 Trading in Shares

The law prohibits dealing in the shares of a company while in possession of "inside information". "Inside information" is information that is not generally available and if it was available, a reasonable person would expect it to have a material effect on the price or value of company shares.

You must not (and must not cause another person to) trade in the Company shares or the shares of any other company to which the information relates on the basis of inside information or pass inside information onto someone who might use inside information to trade in the Company shares or any other company to which the information relates.

A breach of insider trading provisions may result in criminal prosecution.

Any trading or other dealing in the Company shares must be done in accordance with the Securities Trading Policy. If you have any doubt, you should contact the Company Secretary.

3.3 Privacy and Intellectual property

You may have access to records which contain information that may be of a personal nature, or that the Company has obtained to assist in the management of the business. This information is private and confidential and may not be disclosed to any unauthorised third party.

All intellectual property that you generate in relation to the Company and its activities is the property of the Company. You are responsible for protecting the Company's intellectual property rights.

3.4 Confidentiality and control of information

You must ensure that you do not disclose any Confidential Information or Proprietary Information to any third party or other employee who does not have a valid business reason for receiving that information.

"Confidential Information" in this context means information that the Company considers private and that is not generally available outside the Company.

"Proprietary Information" in this context means information that the Company owns, develops, pays to have developed or to which it has an exclusive right.

If Confidential Information or Proprietary Information is required to be provided to third parties or other employees for valid business purposes, the Company and its employees must:

- (a) take adequate precautions to ensure that information is only used for those purposes for which it is provided and is not misused or disseminated to the Company's detriment; and
- (b) ensure that the information is returned or destroyed when the purpose is complete.

Such precautions may include obtaining a confidentiality agreement or other undertaking. Advice about these measures can be obtained from the Company Secretary.

You must:

- (a) return all Company property including any documents or Confidential Information or Proprietary Information, on termination or on the request of the Company or its representative; and

- (b) if requested by the Company or its representative, destroy or delete any Confidential Information or Proprietary Information stored in electronic, magnetic or optical form so that it cannot be retrieved or reconstructed.

3.5 Premature or inadvertent disclosure of information

If you become aware that there may have been inadvertent disclosure of material price sensitive information (which has not been disclosed to the ASX) during any communication with external parties, or that confidential Company information may have been leaked (whatever its source), you should immediately notify the CEO or Company Secretary in accordance with the Company's Continuous Disclosure Policy.

3.6 Identification and notification of material price sensitive information

As soon as an employee or Director becomes aware of material price sensitive information which has not been previously released by the Company, he or she should immediately inform their Disclosure Officer as described in the Company's Continuous Disclosure Policy, or the Company Secretary if they are unsure who their Disclosure Officer is or if that person is unavailable.

3.7 Corporate opportunities and use of property or information or position

You must not:

- (a) pursue or take personal advantage of any business opportunities, property or other information of the Company, its customers or suppliers for personal gain or to cause detriment to the Company, its customers or suppliers; or
- (b) take advantage of your position within the Company or opportunities arising therefrom for personal gain.

3.8 Financial integrity

The Company has stringent financial accounting procedures that are overseen by management, the Audit Committee and the external auditor. Therefore:

- (a) the use of Company funds or assets for any unauthorised or unethical purpose, including for the advantage of others, or to cause loss to the Company is prohibited. No undisclosed funds or assets of the Company have, or will be, maintained or established for any purpose;
- (b) no false or misleading entries may be made in the books or records of the Company for any reason; and
- (c) no payment on behalf of the Company may be made or approved on the understanding that it will or might be used for something other than the stated purpose.

You must ensure that:

- (a) the Company's financial books, records, reports and statements properly document all assets, liabilities, and revenue; and
- (b) expenses accurately reflect all transactions of the Company and are retained in accordance with the Company's policies and all applicable laws and regulations.

3.9 Personal conduct

You are expected to adhere to the following standards of personal conduct:

- (a) act honestly, in good faith and in the best interests of the Company as a whole;
- (b) use due care and diligence in fulfilling the functions of your position and exercising the powers attached to your employment;
- (c) recognise that your primary responsibility is to the Company and its shareholders as a whole;
- (d) attend and undertake your work without being under the influence of drugs, alcohol or other substances or being distracted by personal business or other interests;
- (e) promptly disclose any close personal relationship to the Company's head of Human Resources and decline from participating in situations where a conflict of interest could arise as a result of your close personal relationship with any other Company employee, supplier or customer (for example, recruitment, termination or remuneration discussions, or contract negotiations, in relation to a person with whom you have a close personal relationship); and
- (f) protect any Company assets under your control and not use them for personal purposes, without the Company's prior approval.

3.10 Business agreements and contracts

The Company expects to compete fairly and ethically for all business opportunities. If you are involved in the negotiation of agreements on behalf of the Company or an entity controlled by the Company:

- (a) you must ensure that you act in accordance with the law;
- (b) all statements, communications and representations made to customers, suppliers, partners, competitors and others with whom you undertake business transactions, should be accurate and truthful and must not be misleading or deceptive;
- (c) all appropriate approvals must be obtained before any agreements are executed; and
- (d) you acknowledge that the Company is committed to meeting all of its contractual obligations and accordingly you are expected to know, understand, and honour the terms of the Company's contractual obligations that are relevant to your role.

3.11 Gathering information on the company's competitors

While the Company acknowledges that an understanding of the market, and therefore its competitors, is essential in undertaking business, gathering this information should be done legally and ethically. Information should not be gained through unlawful or deceitful means.

3.12 Avoiding or managing conflicts of interest

A conflict of interest arises when a person is in a position which requires them to balance their own interests or the interests of others (such as friends or relatives) against the interests of the Company and their duties as a director, senior executive or employee of the Company (as applicable). You must fully and promptly disclose to the Company any private or other business interests or other matters which may lead to potential or actual conflicts of interest, including any close personal relationships that you may have with other staff, customers or suppliers of the Company.

If you have any doubt about conflicts of interest, you should contact the Company Secretary, in the case of directors and a member of the leadership team, or your manager in the case of any other employee.

3.13 The financial community

The Company is committed to delivering shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders and the financial community generally having due regard to employees and creditors. The Company aims to comply with the systems of control and accountability in place as part of its corporate governance in accordance with the ethical standards referred to in this Code.

3.14 The Company and its employees

The Company actively supports the principle of equal employment opportunity regardless of race, religion, national origin, sex, age, physical disability, marital status or sexual orientation and expects its senior management and employees to practise and support this principle.

The Company's policy is to avoid discriminatory practices of any kind and to make employment and career decisions strictly on the basis of individual ability, performance, experience and Company requirements.

The Company believes that every individual has the right to dignity and respect in the workplace. Therefore, the Company regards any personal, physical or sexual harassment as totally unacceptable. That sort of behaviour is unacceptable regardless of whom the perpetrator is, and may lead to the termination of their employment. The use of any medium (including email or the Internet) to disseminate material which is sexually explicit, defamatory, vulgar, or racist is prohibited. The use of Company facilities to access material which is sexually explicit, defamatory, vulgar, or racist is also prohibited. These policies apply to you regardless of your position.

The Company is committed to protecting the health and safety of its employees, visitors and the public. The Company expects and requires you to comply with Occupational Health and Safety laws and Company policies, including your obligation to report any hazardous conditions in the workplace and any workplace incidents or accidents.

3.15 Other policies regulating employee behaviour

The Company has policies and procedures which govern conduct of its business and operations. All senior management and employees are expected to make themselves familiar with the Company's policies and procedures and to adhere to those policies in conducting business or operations on behalf of the Company.

You are also expected to know, and always act within, the limits of your authority to speak on behalf of the Company and to commit the Company to business transactions or to make other commitments on behalf of the Company.

4. Other matters

4.1 Reporting of suspected fraudulent or unethical behaviour

It may be difficult to always ensure compliance with this Code and therefore the cooperation of every person is required. If you suspect that any fraudulent or unethical behaviour has occurred, or are concerned that any conduct by any director, officer or employee may be in breach of applicable law or this Code, you should contact the Chair of the Audit Committee or the Company Secretary who will inform the Board (or a committee of the Board delegated by the Company to receive information about breaches of the Code). You may also choose to inform the Company's auditors. Details of any concerns and the identity of any persons making the report will be treated confidentially. Any matter reported will be handled promptly

and in a manner that ensures the individual is not disadvantaged for reporting their concerns. For full details, please see the Company's Whistleblowers Policy.

Employees will receive appropriate training on how to comply with their obligations under the Code.

4.2 Consequences for breaching the code

All suspected breaches of the Code will be investigated by the Company. If these investigations reveal breaches of the Code, appropriate and proportionate disciplinary and remedial action will be taken, depending on the nature of the breach. This will range from providing the director, senior manager or employee with training, coaching and counselling through to formal warnings and/or to termination. Directors and senior executives in particular are expected to reinforce the code by taking appropriate and proportionate disciplinary action in relation to any breaches identified.

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

4.3 More information

If there are any questions regarding any aspect of this Code, please contact the Company Secretary.

4.4 Amendment of policy

This Code of Conduct can only be amended with the approval of the Board.

4.5 Adoption of Policy and Board review

This Code of Conduct was adopted by the Board on the date on the front cover of this Code of Conduct, and takes effect from that date and replaces any previous policy in this regard.

The Board will review this Code of Conduct periodically to ensure effective operation and assess whether any changes are necessary. The Company Secretary will communicate any amendments to employees as appropriate.