
CODE OF CONDUCT

1. Introduction

1.1 This Code of Conduct applies to:

- a) The Directors of Ecofibre Limited (**Ecofibre, Company**)¹ including the Managing Director (**MD**);
- b) Any other employee or officer of the Company; and
- c) Any contractor or consultant whose terms of engagement incorporate this code of conduct.

1.2 In this code of conduct, 'Employees' includes the any person referred to in paragraphs 1.1(b) and (c) above.

2. Purpose

2.1 The purpose of this Code of Conduct is to:

- a) Articulate the high standards of honesty, integrity and ethical, responsible and law-abiding behaviour which the Company expects of Directors and Employees;
- b) Protect and promote the interest, and take into account the reasonable expectations of, the Company's shareholders and other stakeholders (including Employees, customers, suppliers, creditors, consumers and the broader community) in sustaining a successful company;
- c) Guide Directors and Employees to make the right decisions as to the practices necessary to maintain confidence in the Company's integrity; and
- d) Set out the responsibility and accountability of Directors and Employees to report and investigate any reported violations of this Code.

2.2 While this Code of Conduct is designed to ensure the Company delivers on its commitment to act ethically and responsibly, it does not create any rights in any Employee, client, customer, supplier, competitor, shareholder or any other person or entity.

3. Honesty and integrity

The Company expects Directors and Employees to:

- a) Observe the highest standards of honesty, integrity, fairness and ethical, responsible and law-abiding behaviour when performing their duties; and
- b) Foster a culture of honesty, integrity, fairness and ethical, responsible and law-abiding behaviour among other officers and Employees.

4. Conflicts of interest or duty

4.1 Directors and Employees must be aware of potential conflicts between (directly or indirectly):

¹ In this policy any reference to Ecofibre Limited is also a reference to any of its controlled subsidiaries

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- a) On one hand:
 - i. The interests of the Company; or
 - ii. Their duties to the Company; and
 - b) On the other hand:
 - i. Their personal or external business interests; or
 - ii. Their duties to any third party
- 4.2 A conflict of interest exists where loyalties are divided. Examples of a conflict of interest include:
- a) using the Company's confidential information or other corporate assets for personal gain;
 - b) accepting a personal benefit from an existing or potential customer or supplier to the Company;
 - c) having a financial interest in, or serving in a business capacity in, another company that does business with or is in competition with the Company; and
 - d) using the name of Company or any of its subsidiaries, businesses, trademarks or brands (or any combination of those) for a personal or external business transaction.
- 4.3 Directors and Employees must:
- a) where possible, avoid situations that may create an actual or perceived conflict between their personal interests and the interests of the Company;
 - b) fully and frankly inform the Board, in the case of a Director, or the MD, in the case of an Employee, of any actual or potential conflict of interest; and
 - c) take such steps as the Company may reasonably require to resolve any actual, potential or perceived conflict of interest or duty.
- 4.4 Each Director must:
- a) Excuse him/herself 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 Company's Constitution and any legal or regulatory requirements in relation to the disclosure of material personal interests and restrictions on voting by directors.
- 4.5 Each Director must inform the chairperson of the Board of:
- a) Any existing directorship or other office held by the director in another entity; and
 - b) Any proposed appointment as a director or employee of another entity before accepting appointment as a Director.
- 5. Gifts, Benefits and Entertainment**
- 5.1 As set out in the Company's Anti-Bribery & Corruption Policy, Directors and Employees must not solicit, give or accept bribes or other improper inducements.
- 6. Confidentiality**
- 6.1 During the course of performing their duties, Directors or Employees will become aware of confidential information of the Company, its customers or suppliers. Directors and Employees must:
- a) respect the Company's ownership of intellectual property developed by the business inclusive

of any intellectual property which an Employee may develop during their employment; and
b) keep confidential and not disclose to any person without the Company's consent any confidential information of the Company unless required by law.

6.2 The existence and details of any Board and Company management information, discussions, and decisions that are not publicly known and have not been approved by the Board for public release, are confidential information of the Company.

6.3 Directors' and Employee's obligations of confidentiality continue after they leave the Company.

7. Fair dealing

7.1 The Company expects Directors and Employees to act in an ethical manner that is not misleading or deceptive when dealing with customers, suppliers or other Employees. Directors and Employees must act truthfully and fairly and make every effort to ensure that their words or conduct do not contribute to misunderstandings on the part of others who are dealing with the Company. Directors and Employees must ensure that information provided or used to make decisions is accurate.

8. Protection and proper use of assets

8.1 Directors and Employees are expected to safeguard the Company's property and resources and must use all Company property and resources with care and respect, for legitimate business purposes and in accordance with the Company's policies, practices and procedures. The Company expects Directors and Employees to use all reasonable endeavours to protect any Company asset and to ensure its efficient use.

8.2 Directors and Employees must immediately report to the MD or chairman any suspected fraud or theft of Company property.

9. Trading in securities

9.1 Directors and Employees must ensure that all trading in securities, including trading in securities of the Company, is in accordance with the Company's Securities Trading Policy.

10. Privacy

10.1 The Company respects Directors' and Employee's privacy and the privacy of others. Directors and Employees should familiarise themselves with, and comply with:

- a) the privacy laws of Australia and, where applicable, the jurisdiction of where they carry out activities on behalf of the Company; and
- b) any specific Company obligations or policies regarding appropriate collection and use of personal information.

10.2 If Directors or Employees have any questions in relation to privacy, they should contact the Company Secretary.

11. Community, environment and politics

- 11.1 The Company is committed to being a responsible corporate citizen and actively supports the communities in which the Company and Directors and Employees operate and live. Directors and Employees are expected to uphold the Company's commitment to pursuing good corporate citizenship while engaging in corporate activity.

Directors and Employees must abide by all local laws and regulations, and are expected to respect and care for the environments in which the Company operates. The Company supports and encourages Directors and Employees to contribute actively to the needs of the local communities in which they are involved. If Directors or Employees wish to make such a contribution (such as donations or sponsorship) on behalf of the Company, they should consult the MD for approval.

- 11.2 The Company is committed to doing business in an environmentally responsible manner and identifying environmental risks that may arise out of its operations. If Directors or Employees are aware of, or suspect, an action that is not environmentally responsible and/or in breach of applicable laws and regulations, they should report the matter to the MD.
- 11.3 Directors and Employees may voluntarily participate in the political process as individuals. However, they should not engage in actions that could cause someone to believe that their actions reflect the views or positions of the Company.

12. Compliance with laws, regulations, policies and procedures

Each Director and Employee must:

- a) comply with the letter and spirit of any applicable law, rule or regulation;
- b) comply with the protocols, policies and procedures of the Company, including this Code of Conduct;
- c) not knowingly participate in any illegal or unethical activity; and
- d) encourage other officers and Employees to do the same.

13. Reporting of unlawful and unethical behaviour

- 13.1 The Company's Whistleblower Policy encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving the Company's businesses. The Company provides protections so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.

14. Safety

Directors and Employees are expected to always consider the safety and wellbeing of themselves, their colleagues, customers, suppliers and anyone who deals with the Company.

15. Equal Employment Opportunity

Ecofibre is committed to being an equal employment opportunity employer. This means that employees are treated fairly and equally when decisions are made and that unlawful discrimination, harassment and bullying does not occur.

16. Email and Internet Usage

The use of email and internet access should be primarily for business related purposes, that is to communicate with other Employees or third parties with whom you are dealing on behalf of the Company or to research topics relevant to your work for the Company. Information and messages sent, received or stored on the Company's email system are the property of the Company. The Company may monitor, access, review and disclose all messages, documents and information sent, received or stored on its computer system. Directors and Employees are not authorised to post any Company related information on a social media platform except where their role for the Company provides such authorisation.

17. Smoking, Drugs and Alcohol

No Director or Employee is permitted to be under the influence of or involved with the consumption, possession, sale or transfer of alcohol, drugs or illegal substances in the workplace.

18. Breaches of this Policy

A breach of this Policy may result in disciplinary action which could include dismissal depending on the degree and circumstances of the breach.

19. Approved and adopted

This Policy will be reviewed periodically by the Audit, Risk and Compliance Committee to review its effectiveness and where necessary, the Committee will recommend any changes required to the Board.

This Code of Conduct was approved and adopted by the Board effective 1 June 2019.