

**constellation
technologies**



**Constellation Technologies Limited
Code of Conduct Policy**

1. Definitions

Term	Description
Company or Group	Constellation Technologies Limited (ACN 009 213 754) and its' subsidiaries
Code	Code of Conduct Policy
Bribery	Dishonestly persuading someone to act in one's favour by the offering of a gift of money or other inducement
Employee	Directors, Officers, Employees, Contractors and Consultants

2. Related documentation

- Continuous Disclosure Policy
- Securities Trading Policy

3. Authority & approval

This policy has been authorised by the Board of Constellation Technologies Limited. Its maintenance is the responsibility of the Audit & Risk Committee.

4. Introduction

Our Code of Conduct provides a set of guiding principles for everyone who works in and for the Group. It sets out our legal and ethical obligations – not only what we can do, but what we should do.

This policy applies to all persons working for and on behalf of, or providing services to the Company in any capacity, including employees, directors & officers. It applies to you whenever you are identified as a representative of the Company, in your workplace and also outside working hours. Contractors and consultants are also expected to observe the Code's principles when working with the Company.

The Code sets out the standards of conduct and behaviour we expect and require of all our people, based on our values and the legislation we must comply with.

5. Our purpose and values

The Company is committed to the operation of its business in a manner that meets or exceeds the ethical, legal, commercial and public expectations that society has of the Company and the industry in which it operates.

The Company will achieve this objective over the long term by working together as a team and living by its values.

Innovation

Being at the forefront of innovative solutions to capture, interpret and drive value from data.

Excellence

Strive to be the best in what we do.

Accountability

Be accountable for our actions and their consequences.

Diversity & Respect

Be on world, respect everyone

Ethically

Act with honesty, integrity and transparency in all our business dealings, abiding by all laws in the jurisdictions that we operate in.

6. Our expectations of you

Our Code of Conduct provides a set of guiding principles for everyone who works in and for the Company. It sets out not only our legal obligations but also our ethical obligations.

We expect our employees to embrace this Code at all times and to follow its guiding principles and obligations:

6.1 Guiding Principles

- act honestly, in good faith and in the best interests of the Company;
- use due care, skill and diligence in fulfilling your duties;

- use the power of your position for a proper purpose, in the interest of the Company;
- not make improper use of information acquired by virtue of your position;
- not allow personal interest, or those of associates, to conflict with the interest of the Company;
- exercise independent judgement and actions;
- maintain the confidentiality of Company and client information acquired by virtue of your position;
- not engage in conduct likely to discredit the Company;
- comply at all times with both the spirit and the letter of the law of the jurisdictions in which the Company operates.

6.2 Your Obligations

6.2.1 Behavior

- Embrace the Company's guiding principles.
- Use your best judgement to determine whether your behaviour is ethical and appropriate in all situations.
- Act with professionalism and integrity, operating within all applicable laws in the jurisdictions in which we operate.
- Do not bring the company or any of its customers into disrepute through our professional and/or private activities.
- Carry out your duties in an efficient, competent manner and maintain specified standards of performance.
- Be present at work as required, and only be absent from the workplace with proper authorisation.
- Not engage in any private activity (or employment), whether paid or unpaid, or accept any gifts or personal benefits that could conflict with your work for the Company.
- Give full commitment to the performance of our duties and work towards meeting all objectives.
- Maintain the appropriate standards of behaviour, language and dress and come to work unimpaired by the effects of alcohol and drugs.
- Keep informed of, and comply with, all Company policies, procedures and instructions that may be issued or published from time to time either verbally or in writing.

6.2.2 Shareholders and the markets

The Company is listed on the Australian Securities Exchange (ASX) and therefore has an obligation to comply with the *Corporations Act 2001 (Cth)* and the ASX Listing Rules. Any failure by the Company or any representative of the Company to meet these obligations could be a breach of the law and damage our reputation.

Securities Trading

You and your associates are prohibited from trading in the Company's securities if you are in possession of privileged or inside information in relation to the Company.

Privileged/inside information, is information which is not generally or publicly available and, if used, a reasonable person would expect it to materially affect the price or value of those securities. You are also prohibited from trading in the Company's securities in the numerous black-out or prohibited trading periods during the year.

You have an obligation to ensure that you adhere to the requirements of the Securities Trading Policy. If you are not sure if you are in possession of privileged/inside information, or if the Company is currently in a black-out trading period, please ask the Company Secretary for clarification.

Continuous Disclosure

ASX Listing Rules require the Company to provide the timely and accurate disclosure of information, including market sensitive information, to its shareholders and the ASX via their announcement's platform.

Market sensitive information is information that, if used, a reasonable person would expect it to have a material impact on the price or value of the Company's securities.

The Board and Management are responsible for ensuring that all Board and Management team members are kept informed of any continuous disclosure events and that the lodgment of announcements to the ASX follow the continuous disclosure protocols within the Company's Continuous Disclosure Policy.

Disclosure of market sensitive information must always be released to the ASX before it is provided to the media, any other person or published on our Company website.

As an Employee of the Company, you have an obligation to adhere to the Company's Continuous Disclosure Policy.

6.2.3 Anti-Bribery and Corruption

The Company has a zero appetite towards bribery, corruption and facilitation payments. All Employees acting for or on behalf of the Company are prohibited from:

- engaging in any kind of bribe, facilitation payment, or corrupt behavior, regardless of whether or not a benefit is given to or received by another person, including Public Officials, and regardless of the value of the benefit;
- carrying out any dishonest accounting or concealment of financial activity; and
- making political donations on behalf of the Company – unless expressly permitted in writing by the Board of the Constellation Technologies Limited.

The Company encourages employees to speak up and report any suspicion of a bribery and/or corruption incident without fear of reprisal. The Company Secretary has been designated to receive any reports on bribery or corruption by employees or anyone outside of the organisation wishing to make a report in confidence.

The Company is committed to ensuring that all team members understand:

- how to report a bribery and/or corruption incident;
- that they are aware of their right to remain anonymous when reporting an incident;
- how they will be supported when they report an incident; and
- that there will be no reprisals as a consequence to their report.

All interactions with Government or political parties on behalf of the Company must be reported to and approved by the Group CEO/MD prior to the occurrence.

6.2.4 Conflicts of interest

Your personal interests should not conflict with your duties and obligations to the business. Real, potential or perceived conflicts of interest need to be identified and appropriately managed.

A conflict of interest could occur if you have a personal relationship with a customer or supplier to the business, either directly or indirectly through a family member, friend or associate.

To manage conflicts of interest, you must disclose any real, potential or perceived conflict to your manager or senior management team, which in turn must be registered with the Group Company Secretary.

6.2.5 Privacy and confidentiality

During your day-to-day work you will come across information which the business considers to be confidential. This could be customer, supplier, financial, employee and/or strategy related information.

Sometimes you may be given access to information on a 'need to-know' basis to enable you to do your job, which your colleagues may not have access to. You must keep this information confidential from everyone – from your colleagues and also external third parties.

You should also keep confidential any information you come across in dealings with customers, suppliers, and other third parties. Any confidential information you have from a previous employer must also remain confidential - you should not share it in your current role. This will also apply if and when you leave the Company.

6.2.6 Information systems

The Company's equipment and network infrastructure are to be used for authorised purposes only and not for your own benefit. The unauthorised removal of any Company equipment, database, IP or physical/electronic information system is considered to be theft.

You must use the Company's network infrastructure appropriately and comply with the policies in place to ensure integrity and manage the risks associated with the network systems. Remember that any information you create, share or download onto our computer systems belongs to the Company.

The use of any social media or networking site must also be in accordance with this policy.

Management authorisation and approval will be required to:

- Remove any equipment and/or systems from the Company
- Use any Company assets for personal use, ie mobile phone or laptop.
- Use your own personal electronic device or vehicle for business purposes.

In all cases you are obligated to follow company policy for appropriate use.

You can claim for approved work-related expenses from the business. Claiming or attempting to hide personal expenses among work-related expenses, however small, is a serious issue and a breach of trust that could impact your future employment. If it involves a breach of the law, it may also be referred to the appropriate regulatory body.

6.2.7 Our people

Rights and Respect:

- The Company is committed to employing the right person for the job no matter the candidates gender identity, age, ethnicity or cultural background, sexual orientation, religion, health and physical ability, or educational background.
- You must be sensitive to and follow the various protocols and procedures that apply to the applicable cultures of where our services are delivered.
- You must fulfil your obligations in a fully participative manner, respecting the rights, culture and beliefs of everyone you deal with.
- You must Observe the rights of others to privacy and confidentiality.
- You must respect others' dignity and worth and treat them accordingly in all dealings.
- You must be impartial, unbiased, unprejudiced, fair, just and equitable in all dealings.
- You must not discriminate against any person on the grounds of their gender, sexual orientation, marital or family status, religious or ethical beliefs, colour, race, ethnicity or national origins, disability, age, political opinions or employment status.
- You must always operate within the framework of the Company's values irrespective of your specific personal beliefs and values. Ensure that personal values and philosophies do not influence a decision relating to a client or colleague.

Anti-bullying:

We will not tolerate harassment, bullying or discrimination of any kind. You must avoid behaviour that might intimidate, bully, cause distress, harassment or contribute to disruption in the workplace. This includes the use of inappropriate, obscene or threatening language to colleagues, managers, customers or visitors.

OHS:

Every person has the right to work in a healthy and safe environment. We are committed to providing a working environment that complies fully with all local and national laws and regulations regarding safety in the workplace. It is everyone's responsibility to adhere to our health and safety-related policies and to report all issues immediately to management.

All employees are obligated to take all practicable steps in the workplace to prevent personal injury and illness to themselves and their colleagues. Workplace hazards must be reported and protective clothing worn if required.

Employment Practices:

The Company is committed to employing staff in accordance with all applicable employment law practices. Team members have an obligation to report to the Company any suspected breaches of applicable employment law.

Any employee wishing to report a breach of any policy or other matter, please speak with your manager or the Company Secretary should you not feel comfortable speaking to your manager.

7. Reporting behaviour not consistent with the Code

If you see or suspect any behaviour is happening in the workplace that contravenes this Code, or any Company policy you must report it to your manager or a member of the senior management team. If you feel you cannot speak to management about the issue, then please contact the Company Secretary.