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**CODE OF CONDUCT**  
AXSESSTODAY LIMITED

## Code of Conduct

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Adopted by Board on 11 November 2016

### 1. Introduction

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- 1.1** The Company is committed to the highest standards of business conduct. It is important that all Employees at Axsesstoday observe the highest standards of ethics, integrity and behaviour. This Code ) outlines the standards of behaviour that Employees including Directors, Officers, general staff, consultants and contractors are required to meet.
- 1.2** Notwithstanding this Code, the ethical conduct of the affairs of the Company ultimately depends upon the understanding and judgment of its Employees, having regard to their sense of honesty, fairness and decency.
- 1.3** Nevertheless, this Code sets out the Company's minimum standards of conduct and integrity to be observed by all Employees. The Code's focus is to ensure that all Directors, executives, and Employees act with the utmost integrity and objectivity in carrying out their duties and responsibilities, striving at all times to enhance the reputation and performance of the Company.

### 2. Definitions

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General terms and abbreviations used in this Code have the following meaning set out below.

<b>Board</b>	the board of Directors of Axsesstoday
<b>MD / Managing Director</b>	Managing Director.
<b>Chairman</b>	the chairman of the Board.
<b>Code</b>	this Code of Conduct.
<b>Company Secretary</b>	Chief Financial Officer (where appointed).
<b>Corporations Act</b>	the Corporations Act 2001 (Cth).
<b>Directors</b>	the directors of Axsesstoday.
<b>Company Secretary</b>	the company secretary of Axsesstoday.
<b>Corporations Act</b>	the Corporations Act 2001 (Cth).
<b>Axsesstoday or the Company</b>	Axsesstoday Limited ACN 603 323 182.
<b>Officer</b>	a senior executive of Axsesstoday.
<b>Employee</b>	reference to an Employee includes the companies or trusts substantially owned or controlled by an employee of the Company or direct relatives, executive Directors and, where the context permits, non-executive Directors, managers and all other employees or staff engaged by the Company either on a contract of employment or a salaried basis.

### 3. Adherence to the Law

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#### 3.1 *Responsibilities of Directors*

Directors will acquaint themselves with obligations imposed on them and the Company by the Corporations Act. They will also familiarise themselves with other documents prepared by Axsesstoday to meet corporate governance requirements.

The more important legal obligations are summarised below:

- (a) Directors will act honestly, and exercise reasonable skill, care and diligence at all times in the performance of their functions;
- (b) a Director or former Director will not make improper use of information acquired by virtue of position;
- (c) a Director will not make improper use of position to gain a direct or indirect advantage for self or any other person; and
- (d) Directors have a fiduciary duty to the Company and a duty to act with loyalty and in good faith.

#### 3.2 *Responsibilities of Employees*

- (a) Employees should undertake at all times to comply with or observe all applicable laws and regulations.
- (b) An Employee should not take any action which they know or should reasonably know violates any applicable law or regulation. Where operating rules are laid down they should be followed. The correct Company forms, which have been prepared with legal requirements in mind, should also be used.

### 4. Responsibilities to stakeholders

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4.1 The Company strives to be a good corporate citizen.

4.2 Accordingly, the standards of personal behaviour applicable to Employees are as follows:

- (a) Employees must have an understanding of the Company's business and the environment in which it operates, and stay informed of all relevant activities affecting the Company and the community in which it operates;
- (b) Employees shall treat each other and parties who have interest in or dealings with the Company with professionalism, courtesy and respect. They shall work cooperatively with fellow Employees towards agreed goals, whilst accepting the obligation to supervise or be supervised in the discharge of their duties. Employees shall deal fairly with all parties who have legitimate business with the Company;
- (c) Directors and Officers are obliged to exercise due judgement in their decision making process and will not attempt to improperly influence their colleagues in issues or matters where independent judgement is expected of the other person; and
- (d) Directors and Officers who may communicate publicly (through lectures or papers) on material related to the Company's affairs will in general convey views agreed by the Board. If material beyond this is made public, it should be clearly identified as the view of the individual. Any views attributed publicly to the Board or the Company should be cleared in advance – preferably with the full Board, but at least with the Chairman.

## 5. Conflicts of Interest

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- 5.1** All Employees owe their primary business loyalty to the Company. They must not participate in any decision, by or on behalf of the Company, which may affect any private business in which they have an interest, unless they have disclosed the nature and extent of that interest to a relevant senior manager in the Company.
- 5.2** An Employee must obtain the consent of the MD through the Company Secretary before accepting a position as a Director on or member of the board of an external company or organisation. The Employee, who has received such approval, shall advise the Company Secretary promptly of any changes to relevant interests such as directorships, partnerships and holdings in securities. The Company Secretary will inform all Board members and the regulatory authorities, if required. Directors shall normally be advised at the next meeting, but more urgently if appropriate to the circumstances. Interests are confirmed annually in writing to the Company Secretary prior to inclusion in the Directors' Report.
- 5.3** An Employee may, generally, not approve or administer contracts or other business arrangements between the Company and a member of the Employee's immediate family or with a company, firm, or individual employing a member of the Employee's immediate family in activities under the Employee's administration. In the particular case where the Board may decide that an Employee (who is also a Director) may properly supply goods or services on commercially acceptable terms to the Company, details will be provided in the annual Directors' Report and Notes to the Financial Statements.
- 5.4** Employees must avoid acquiring any business interests or participate in any business activity outside the Company which would tend to:
- (a) create an excessive demand upon the Employee's time and attention or create any distraction during working hours; or
  - (b) create a conflict of interest, that is, an obligation, interest or distraction which would interfere with the independent exercise of judgement in the Company's best interest.
- 5.5** Employees may not use other Employees, facilities, equipment or supplies for personal benefit contrary to the Company's policies and procedures.

## 6. Ethical Standards

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- 6.1** Axsesstoday is committed to fostering a climate of ethical behaviour and business practice. Key issues which Employees must consider when making any decision on the Company's behalf are:
- (a) Is it the right thing to do?
  - (b) Is the decision or contemplated business conduct lawful?
  - (c) Is it consistent with this Code?
  - (d) What will be the outcome for the Company, shareholders, colleagues and other stakeholders?
  - (e) Does a conflict of interest arise?
  - (f) Is the decision one that would stand public examination and scrutiny?

- 6.2** The Company encourages staff to report in good faith suspected unlawful/unethical behaviour.
- 6.3** Any Employee who is uncertain as to whether an act or omission constitutes unlawful or unethical behaviour or who wishes to make a report should contact the Company Secretary directly.
- 6.4** The Company Secretary will then determine what action, if any, should be taken.
- 6.5** The Company Secretary will treat as confidential all such queries and reports except where action is to be taken. In which case, the Company Secretary shall seek to maintain the identity of the Employee confidential, unless the circumstances demand otherwise.

## 7. Fair Dealing

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- 7.1** Employees shall not use their positions within the Company to seek personal gain from those doing business or seeking to do business with the Company, nor accept such gain if offered.
- 7.2** Employees must not engage in any act that could be interpreted as seeking or receiving a bribe, secret commission or questionable payment. Decisions made by an Employee in the course of work must be objective and based solely upon the best interest of the Company. They should never be influenced by any consideration of personal gain or gain to any personal associate (eg friend or relative). Except as noted below, Employees may neither seek nor accept gifts, payments, services, fees, pleasure or vacation trips or accommodation, or loan (except normal loans from regular lenders, on conventional terms) from any person, organisation or group that does business or is seeking to do business with the Company or any of its affiliates, or from a competitor of the Company or any of its affiliates.
- 7.3** An Employee may not accept gifts, services or entertainment from individuals or companies doing or seeking to do business with the Company, unless the transaction meets all of the following requirements:
  - (a) is in keeping with good business ethics;
  - (b) is customary and proper under the circumstances and gives no appearance of impropriety;
  - (c) serves a valid business purpose;
  - (d) does not impose any sense of obligation on the recipient to the donor;
  - (e) does not result in any kind of special or favoured treatment of the donor;
  - (f) cannot be viewed as extravagant, excessive or too frequent considering all the circumstances;
  - (g) does not involve cash payments, gift certificates, credit arrangements of any kind or any item having a value of more than \$200.00;
  - (h) does not involve materials, services, repairs or improvements at no cost or at unreasonably low prices; and
  - (i) there is no effort made to conceal the full facts by either the recipient or the donor.

## 8. Confidentiality

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- 8.1** It is a policy of the Company to honestly and openly provide information to those who have a legitimate interest in its operations. In addition to formal reports to regulatory authorities and reports to the public and shareholders required by statute, the Company may provide extensive information on its activities by way of a variety of publications and through continuing working relations with news media, financial analysts and others. The extent, timing and form of such public disclosure are matters for senior management. Apart from concern for the privacy of the Employees, the Company also operates in a competitive business environment. Consequently, it would be inappropriate for the Company to disclose information, which if published, might impair its own effectiveness and competitiveness.
- 8.2** Accordingly, Company documents such as circulars, manuals, records and internal communications materials, especially materials marked 'Confidential', must never be shown to outsiders without proper authorisation. Care should be exercised in conversations about the Company with outsiders or with fellow Employee in public places.
- 8.3** The obligation of Employees to safeguard the privacy of fellow Employees, to protect the confidentiality of the Company's own affairs, and to protect the Company's proprietary interests continues with equal force if the Employee leaves the service of the Company.
- 8.4** In conversations with customers or other Employees and when on the telephone, due care must be taken to prevent outsiders from overhearing confidential personal information.
- 8.5** Information should not be divulged over the telephone unless the identity of the caller and his or her right to receive the information are definitely established. Particular care should also be taken in answering enquiries and data given must be limited to that permitted by standard Company practice. Appropriate legal advice should be obtained where doubt exists.
- 8.6** The same considerations apply to the privacy rights of Employees and similar due care to avoid breaching these rights must be exercised by those Employees who, by reason of their position, may have knowledge of another Employee's private affairs.

## 9. Inside information and Securities Trading

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- 9.1** Inside information about the Company's affairs or those of customers shall not be used by an Employee for their own gain or that of others.
- 9.2** Employees are often in possession of information (commonly referred to as 'inside' information) which is not publicly available and which may have an impact on the price of the Company's securities. Employees must not disclose such information nor use such information for personal gain or for the advantage of others, such as friends or relatives. For example, trading in the Company's securities or advising others to do so on the basis of such special knowledge may also result in violation of insider trading laws and lead to criminal penalties.
- 9.3** Employees are required to comply with the Company's Securities Trading Policy at all times.

## 10. Administration

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- 10.1** It is recognised that an Employee may have questions concerning whether certain of their planned or actual activities constitute departures from the guidelines of this Code. Such questions should be referred in writing to the MD through the Company Secretary.
- 10.2** It is also recognised that circumstances may arise where compliance with the Code may be achieved without strict adherence to the guidelines and where such strict adherence would be unreasonable or result in undue hardship for the Employee. In such circumstances, the pertinent facts of the case should be submitted in writing to the MD through the Company Secretary.

## 11. Publication

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A copy of this Code of Conduct is available at [www.axsesstoday.com.au](http://www.axsesstoday.com.au).