

# Code of Conduct

## Introduction

As a member of the Zetta Group team, I hope you love working here, that you're passionate about what you do, that you love technology, have a great attitude and that you do your best. It's great people like you that make Zetta a fantastic place to work and enables us to *simplify a complex world* for our customers.

Everything we do in our work at Zetta is measured against the highest possible standards of ethical business conduct. We set the bar high for practical as well as aspirational reasons. Our commitment to the highest standards helps us hire fantastically clever people, build and deliver great products and services, attract loyal customers and maintain a growing business.

This Code is a guide to help you to understand some of the expectations of our culture and working at Zetta, which are required of you. It sets out how to do the right thing, to build respect and fairness, whilst following lawful requirements. This Code is approved by the board and published on all Zetta Group websites.

## Our Values

Everyone is expected to demonstrate Zetta's values every day at work with each other and in our interactions with customers and partners irrespective of which role or seniority of position they are in. Our leaders are expected to be role models for our values.

|   |   |  |   |
|---|---|--|---|
|   | <p><b>No Bullshit</b></p> <hr/> <p>Really, no bullshit!</p>   |    | <p><b>Ask "Why Not?"</b></p> <hr/> <p>Challenge the status quo</p>  |
|  | <p><b>Everyone Matters</b></p> <hr/> <p>Treat our customers, partners and each other with respect, integrity and fairness</p> |  | <p><b>Do What Others are Afraid to Do</b></p> <hr/> <p>Accept new challenges and do not fear failure</p>                    |
|  | <p><b>Own It, Do It, Love It</b></p> <hr/> <p>Take ownership and work towards our goals with passion</p>                      |  | <p><b>Pursue Growth and Learning</b></p> <hr/> <p>Embrace new opportunities and take responsibility for our development</p> |

So please do read this Code and follow both its spirit and letter. Each of us has a personal responsibility to incorporate its principles into our work life, and to encourage others to gain the benefits from following this Code. If you have a question or ever think that someone else may be falling short of our commitment, please don't be silent.

**Nathan Harman**  
**Managing Director and Chief Executive Officer**

---

## **Who Needs to Follow this Code of Conduct?**

All Zetta employees, managers, board members, contractors, consultants and others who perform work or services for us are covered by this Code. Breaches of this Code will be treated seriously and in accordance with disciplinary processes.

### **Ensure Financial Integrity**

Ensure that money is appropriately spent, our financial records are complete and accurate, and our internal controls are honoured.

If your job involves the financial recording of our transactions, make sure that you're familiar with all relevant policies, including those relating to revenue recognition.

Never interfere with the auditing of financial records. Similarly, never falsify any company record or account.

If you suspect or observe any irregularities relating to financial integrity or fiscal responsibility, no matter how small, immediately report them.

### **Competition Laws**

Be sure you follow all laws designed to promote free and fair competition and protect consumers. These laws generally prohibit:

- Arrangements with competitors that restrain trade
- Abuse of market power to unfairly disadvantage competitors
- Misleading or harming consumers.

Some of these laws carry civil and criminal penalties for individuals and companies.

### **Insider Trading Laws**

Inside information is material information about a company or organisation that is not generally available to the public. Information is deemed to be material if it would affect a reasonable investor's decision about whether or not to invest in the company. This could be information such as financial and operational performance against budgets and targets, mergers & acquisitions, or material contract wins or losses. In the course of our duties as directors, management and employees we may be in positions of trust and come across inside information and while it is not an offence to possess this information it is a criminal offence if you use that information to trade in securities or other investments, or pass it along to others so that they may do so.

If you have any questions with respect to inside information or become aware of the misuse of inside information, please consult with the Company Secretary.

### **Anti-Bribery and Corruption**

There are various laws that prohibit bribery in different settings and jurisdictions. Our rule is simple. Don't bribe anybody, nor accept bribes, at any time, for any reason.

The full policy is contained in the Anti Bribery and Corruption Policy.

### **Equality**

Zetta group adheres to and reports under the Workplace Gender Equality Act 2012 (Cth) and the Equal Opportunity Act 1984 (WA). Don't discriminate against anyone in any circumstance based on their gender, race, religion, age, impairment or disability, sex or sexual orientation, marital status, pregnancy, family status or responsibility, religious or political conviction, or industrial activity. Our recruitment processes apply fairness and equity to select the best possible person for the role.

The full policies are contained in the Workplace Gender Equality Policy and the Diversity Policy.

### **Conflicts of Interest**

As an employee or contractor of Zetta, you are expected to always work and act in the best interests of Zetta. This means avoiding situations where competing loyalties could result in a perceived or potential benefit to you, your family or your friends. These types of occurrences constitute a conflict of interest. This Code provides awareness about where your personal interest might contradict the interests of Zetta and outlines the rules regarding conflict of interest, your responsibilities and Zetta's in resolving any such incidents.

---

We recognise and respect your right to take part in financial, business and other activities in your own time and outside of your job. These activities must be free of conflict with your responsibilities to Zetta.

Conflicts of interest can be complicated where your partner, spouse, family member or friend is a customer of, or provides services to, Zetta. In such instances, it is advised that you are removed from decision making, hiring or influence relating to those interests. This includes any decisions relating to hiring of individuals or being a relationship manager for a customer or service provider to Zetta.

Zetta encourages personal recommendation of existing staff for employment including family and friends of existing staff members, given that the employment process is independent.

Personal relationships within the workplace can create an actual or apparent conflict of interest. Decision making or having ability to favourably influence a situation relating to that person are to be avoided. It may be determined that work changes or reporting relationships need to be amended in such situations. Any behaviour of an unprofessional or inappropriate nature will be addressed in accordance with our disciplinary policies.

Some examples which may constitute a conflict of interest:

- Working for another employer (even outside of your Zetta work hours) without our consent
- Holding a substantial financial interest in any private company that Zetta has business dealings with (e.g. competitors, suppliers and customers)
- Any business venture in which you participate which sells services and/or products similar to Zetta's
- Where your role requires that you make decisions on which suppliers or service providers are able to do business with Zetta and you have a spouse, partner, family member or friend working for that entity. This could include where your spouse, partner, family member or friend receives an incentive or payment, and you benefit from that (directly or indirectly). Removing yourself from any decision making or work outcomes related to that supplier will likely remove you from a potential conflict of interest scenario.
- Using your position with the company to your personal advantage to influence a direct benefit to you
- Using connections obtained through Zetta to obtain a gain for your own private purposes (financial or otherwise)
- Doing business with a supplier because they have given Zetta or you a gift or benefit
- Engaging in activities that will bring direct or indirect profit to a competitor outside of normal partnership arrangements
- You seek to run for, or hold a public office, that may impact Zetta
- Using Zetta company assets to support an external business
- Acting in ways that may compromise Zetta's legal standing (e.g. taking bribes or bribing representatives of legal authorities)
- Accepting cash payments, loans, discounts or services directly or indirectly from any party or supplier of services where these are not offered to all Zetta employees
- Receiving any direct benefit, including a commission or bonus payment, as a result of Zetta doing business with a service provider with whom you have a direct personal or family relationship

It is important you ensure that confidential information is not provided or communicated to anyone outside of Zetta, including family members or friends.

When working on a customer site, you may become aware of information relating to that customer's business or financial position which is confidential. By virtue of the working relationship, you must keep that information confidential too. You may be required to attend training and/or acknowledge customer confidentiality in their related processes and documents.

Essentially, the rule is the same. Ask yourself the following question: Will you, your family or friends, receive any personal benefit, gain or incentive? If yes, then it's likely to be a conflict of interest and it is recommended that you don't proceed or remove yourself from the situation. If you're not sure, discuss the situation with your leader or with General Manager People and Culture.

The most likely course of appropriate action is to ensure that you are removed from the applicable processes and decisions, therefore removing any direct association.

### **Fair Dealing**

Our Values reflect the expectation to always treat our customers, partners and each other with respect, integrity and fairness. If you feel that any one of our people, or Zetta as a business, has not acted fairly and ethically, please raise this with your General Manager, CEO or General Manager People and Culture.

---

## Health, Safety and Environment

Zetta is committed to providing a safe workplace for all employees and contractors, as well as visitors to our business. We expect that you accept your responsibility to work safely and minimise harm to the environment, acknowledging that everyone has accountability for health, safety and the environment at work. Please refer to the Health, Safety and Environment Policy for further details.

## Company Property

You are provided with equipment and tools to enable you to do your job well. You may also have building access passes. These items remain the property of Zetta and you are required to use them responsibly, and look after them. This means you don't let family members use laptops or work equipment, or download content on work machines, and you don't let other people use your access passes.

## Internet and Social Media

Zetta realises that various internet sites including social media are widely used and encourages employees to assist with marketing efforts when using designated sites to positively promote our brand. Comments or other content posted on social media sites may create public and permanent records. We therefore have policies in place to ensure that the Zetta Group and individuals are represented in the best way possible.

We remind you that privacy is not assured in any social media forum and information that is intended to be private can unintentionally enter the public domain. Therefore, we encourage appropriate and professional use of such formats.

Please also refer to our Internet and Social Media Usage Policy and Social Engineering Awareness Policy.

## Giving or Receiving Gifts

At times, there may be a conflict of interest in giving or receiving gifts. Modest gifts and reasonable entertainment may be received from business partners or associates of Zetta where appropriate. If in any doubt, be open and discuss this with your leader for their determination. No gift, favour or entertainment shall be of such nature which might affect, or reasonably be perceived to affect, your judgment or conduct in matters involving the company. Cash or cash value vouchers, bribes or inducements must never be accepted.

Gifts to a value of more than \$500 per event, per person should not be given or offered unless they have the written approval of the CEO.

If offered a gift and you are unsure if you can receive it, it may be best to thank the person involved and let them know you are unable to accept the gift based on company policy.

Cultural sensitivity is something that should also be considered prior to providing a gift on behalf of Zetta to a customer, partner or service provider. In certain cultures, local custom dictates exchange of gifts as a matter of courtesy.

Ask yourself whether it is appropriate and if it does not feel right to receive the gift, then it probably isn't right. If you feel you may have a personal or financial conflict in the giving or receiving of any gift, you are required to discuss this with your General Manager or CEO. As a standard, Zetta prefers that any gift received is shared amongst other team members where possible, rather than received as a personal gain.

The following guidelines may assist in determining what is considered proper:

- Payment for an appropriate lunch or meal in connection with a business meeting, for as long as they are kept on a reciprocal basis and maintain relevance to the business at hand.
- Accepting a low value gift, such as advertising novelties, provided that they do not appreciate in value and are widely distributed to others under essentially the same business relationship with the donating party (example: give-aways like pens, coasters, watches)
- Company products made available under marketing programs
- Relationships with commercial customers, where reciprocal gifts or dealings are exchanged without inference of unethical conduct.

## Non-Disclosure Conditions

You must not without the express approval of Zetta, divulge to any third party any confidential information obtained from Zetta or customers, contractors, partners and suppliers to Zetta.

---

In times where ideas, concepts and suggestions can be transformed into major campaigns and income streams - especially in a technology driven company like Zetta, we encourage employees to provide input and suggestions. At the same time, the preservation of confidential business information and trade secrets is vital to protect the interests and growth of Zetta.

Information which is personal or of a sensitive nature relating to our employees or contractors also needs to be kept confidential. Zetta is required to adhere to mandatory reporting under the Australian Privacy Act 1988 and the Privacy Amendment (Notifiable Data Breaches) Bill 2016 and any associated legislation.

Confidential information includes, but is not limited to the following:

- Technical processes, data and code
- Customer lists and preferences
- Financial information on company and customers
- Marketing strategies and data
- New product research and research and development strategies
- Salary, medical or other information of a personal nature.

### **What Happens if You Breach the Code of Conduct or our Policies?**

It's important to do the right thing by Zetta, your work colleagues and our customers and partners. If you do something that we deem is wrong or inappropriate, it may result in disciplinary action as per our disciplinary policies. Where your conduct is determined to be serious, this may result in termination of your employment.

Employees who disclose trade secrets or confidential business information will be subject to disciplinary action, up to and including termination of employment. In addition, where any 'reasonable doubt' exists, contacts with the police and other relevant organisations may be made to formally investigate or lodge claims for damages incurred.

If you are concerned about your own situation, we recommend you talk to your leader, General Manager or CEO so the issue can be clarified and resolved. Failure to disclose or resolve a breach is a serious issue.

### **No Retaliation**

Retaliation against anybody who reports a problem or who participates in an investigation of a possible violation of our Code or policies is not tolerated at Zetta. If you believe you are being retaliated against or victimised as a result of raising an issue at work, please contact the General Manager People and Culture.

### **Policies Referenced in this Code**

We encourage you to familiarise yourself with the following policies:

- Anti-Bribery and Corruption Policy
- Diversity Policy
- Health, Safety and Environment Policy
- Drug & Alcohol Policy
- Personal and Family Relationships in the Workplace Policy
- Standards of Conduct
- Disciplinary Actions and Termination Process
- Equal Employment Opportunity and Elimination of Discrimination, Harassment and Bullying Policy
- Privacy Policy – Employee Records
- Internet and Social Media Usage Policy
- Social Engineering Awareness Policy