



# Code of Conduct

**Noumi Limited**  
**ACN 002 814 235**

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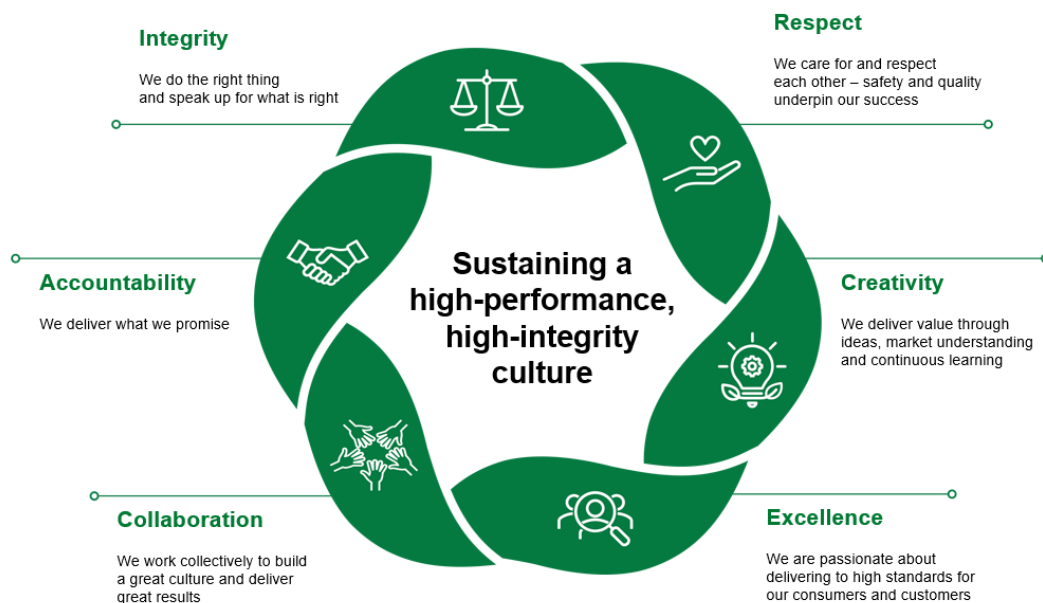
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## Code of Conduct

### 1. Overview

- 1.1 Noumi Limited ACN 002 814 235 (Company) and its subsidiaries (Group) are committed not only to complying with their legal obligations, but also to acting ethically and responsibly. The Company expects a high level of honesty, care, fair dealing and integrity in the conduct of all business activities.
- 1.2 This code of conduct (Code) is not intended to be exhaustive but sets the minimum standards of conduct expected of all directors, officers, executives, employees (whether permanent, fixed term or casual) and contractors of the Group (collectively Employees).
- 1.3 The Code requires all Employees to abide by all laws and regulations that apply to the Company and/or Group and its operations, adhere to the Company's policies (as amended from time to time) and to meet the expectations set out in Part 2 below.
- 1.4 **Statement of Values**
- (a) The Company and Employees are required to conduct their activities and act in accordance with the Company's Statement of Values.
- (b) These values are set out below:



### 2. Expectations

#### 2.1 General Expectations

All Employees are expected to:

- (a) act in the best interests of the Group;
- (b) act ethically and responsibly;
- (c) act honestly and fairly in all commercial dealings and conduct themselves with professional courtesy and integrity in their dealings with other Employees, customers, suppliers and other stakeholders of the Company;

- (d) treat fellow employees with respect and not engage in bullying, harassment or discrimination;
- (e) to communicate and conduct themselves in a respectful and professional manner at all times;
- (f) encourage a corporate culture that recognises the benefits of maintaining diversity among people in the Group at all levels in relation to gender, race, ethnicity, disability, age, sexual orientation, gender identity, marital or family status, religious or cultural background among others;
- (g) comply with all laws and regulations that apply to the Group and its operations;
- (h) report to Senior Management any circumstance which is believed, in good faith, to be a breach of a law or this Code;
- (i) avoid entering into any arrangement or participating in any activity that would conflict with the Group's best interests or that would be likely to negatively affect the Group's reputation;
- (j) disclose and appropriately deal with any conflicts between personal interests and their duties as an Employee;
- (k) not take advantage of the property or information of the Company, the Group or its customers for personal gain or to cause detriment to the Company or its customers;
- (l) not take advantage of their position at the Company or the opportunities arising therefrom for personal gain.

## 2.2 Conflicts

- (a) Employees must avoid situations where their personal interest conflicts with, or could reasonably be perceived to conflict with, the interests of the Group.
- (b) A conflict of interest may exist if your interest in the outcome of a matter or a decision may be incompatible with or in conflict with the interest of the Group in that matter or decision. If an Employee is uncertain as to whether they have a personal interest that conflicts with, or may conflict with, the interests of the Group, that Employee should seek guidance from the General Counsel.
- (c) All potential conflicts of interests must be reported to the Finance and Audit Committee of the Company.
- (d) The Finance and Audit Committee must report breaches of this Code to the board of directors of the Company (Board).

## 2.3 Corporate opportunities

Employees must not take advantage of their position, Group information or opportunities arising from these, for personal gain or to cause detriment to the Group or its customers.

## 2.4 Company Assets and Property

All assets of the Group are to be properly used in the interests of the Group for legitimate business purposes only and safeguarded from loss or misuse.

Company and/or Group property (including computers, telephones, other devices and network systems) must not be used to communicate or distribute inappropriate or offensive language or material.

## 2.5 Confidential Information

- (a) Confidential or commercially sensitive information is not to be disclosed without proper authorisation.
- (b) Employees must comply with continuous disclosure obligations at law and are required to be fully aware of and observe their responsibilities under the Company's Continuous Disclosure Policy.
- (c) Securities trading by Employees must be conducted in compliance with the Company's Securities Trading Policy.

## 2.6 Personal gains, gifts and other payments

Employees must comply with the Company's Anti-Bribery and Anti-Corruption Policy.

## 2.7 Communications

Employees are to communicate in a respectful and professional manner at all times whether verbally (in person or on the phone) or in writing (in formal correspondence, emails, instant messaging or SMS). Employees should be aware that their use of all Group systems (including email and internet) may be subject to internal review and possible disclosure to third parties including regulators or auditors. Accordingly, Employees should have no expectation of privacy regarding access to and use of Group systems.

## 2.8 Fair Competition

The Company and Group is committed to achieving our competitive advantage through innovation and the superior performance of our products. Employees comply with all competition law requirements and do not engage in unethical business practices that limit or prevent competition.

## 3. Reporting

- 3.1 Any circumstance which an Employee believes, in good faith, to be unethical or a breach of the law or this Code, is to be brought to the attention of a member of the senior leadership team.
- 3.2 The identity of any person reporting such breaches is to remain confidential unless disclosure is required by law. The Company will ensure that Employees are not disadvantaged in any way for making a report.
- 3.3 If an Employee wishes to make a report anonymously, the Whistleblower Policy sets out how to do so.

## 4. Compliance with the Code

- 4.1 The Board is responsible for monitoring and ensuring compliance with this Code.
- 4.2 The Board is responsible for providing training to Employees on their obligations under this Code.
- 4.3 Reports of violations of this Code or any other unlawful or unethical conduct are to be investigated and dealt with promptly by the Board, and in accordance with the principles of natural justice.
- 4.4 Failure to comply with this Code or any other laws or regulations applying to the Company, may result in disciplinary action, including in serious cases, the termination of employment.

## 5. Review

The Board is responsible for conducting reviews of this Code at least bi-annually or as may be needed from time to time to ensure that it accords with best practise and remains consistent with its objectives.