

JCurve Solutions Limited Corporate Code of Conduct

1. Purpose

The principles set out in this Code of Conduct (**the Code**) apply to directors, employees, consultants and other people who represent JCurve Solutions Limited and its subsidiaries (**the Group**). The Code sets out the general principles for the conduct of business by the Group. It underpins the Group's commitment to integrity and fair dealing in its business affairs and to acting ethically and responsibly, as well as to complying with its legal obligations. The Code sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from directors, employees and consultants.

2. Accountabilities

2.1 Board

The Board is responsible for:

- (a) setting the tone of legal, ethical and moral conduct to ensure that the Group is considered reputable by the industry and other outside entities; and
- (b) ensuring that all employees are aware of the Code.

2.2 Managers and Supervisors

Managers and supervisors are responsible and accountable for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code;
- (b) the effective implementation, promotion and support of the Code in their areas of responsibility; and
- (c) ensuring employees under their control understand and follow the provisions outlined in the Code.

2.3 Employees/Consultants

All employees/consultants are responsible for:

- (a) undertaking their duties in a manner that is consistent with the provisions of the Code;
- (b) reporting suspected corrupt conduct; and
- (c) reporting any departure from the Code by themselves or others.

3. Professional and Ethical Behaviour

When carrying out your duties, you should:

- (a) behave honestly and with integrity and report other employees who are behaving dishonestly;
- (b) carry out your work with integrity and to a high standard and in the best interests of the Group;
- (c) operate within the laws and regulations that apply to the Group at all times;
- (d) not knowingly participate in any illegal or unethical activity;
- (e) follow the policies of the Group; and
- (f) act in an appropriate business-like manner when representing the Group in public forums.

4. Conflict Of Interest

Directors, employees and consultants of the Group are not permitted to use their position, or the opportunities arising from their position, for their personal benefit or for the benefit of any other person or business. Potential for conflict of interest arises when it is likely that you could be influenced, or it could be perceived that you are influenced by a personal interest when carrying out your duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

- (a) Some situations that may give rise to a conflict of interest include situations where you have:
 - (i) financial interests in a matter the Group deals with or you are aware that your friends or relatives have a financial interest in the matter;
 - (ii) directorships/management of outside organisations;
 - (iii) membership of boards of outside organisations;
 - (iv) personal relationships with people the Group is dealing with which go beyond the level of a professional working relationship;
 - (v) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Group;
 - (vi) access to information that can be used for personal gain; and
 - (vii) offer of an inducement.
- (b) You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager.

- (c) If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.
- (d) You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager.

This Code does not prohibit normal, reasonable and appropriate hospitality (given and received) to or from third parties if its purpose is to improve the image of the Group or to establish or maintain business relations.

5. Public And Media Comment

Directors, employees or consultants are not permitted directly or indirectly to make public statements or make public comment on the Group's position on an issue without authority. Such statements if not delivered in a considered and consistent manner may cause the Group public embarrassment or damage its reputation. As a publicly listed company, JCurve Solutions Limited is bound by the continuous disclosure requirements of the Corporations Act and the Listing Rules of the Australian Securities Exchange. In general this requires that all public statements are in the first instance released to the stock market.

Public statements may only be released or authorised for release by the Chairman or Managing Director.

6. Confidentiality and Protection of Assets and Information

Directors, employees and consultants of the Group must take all reasonable steps to ensure Group assets, resources and information are safeguarded. The confidentiality of much of the information available within the Group (such as personal information relating to employees and customer information) is required by privacy law to be protected. Care should be taken to minimise the possibility of loss or theft of property or information. Group assets, resources and information may only be used as authorised for Group purposes.

Directors, employees and consultants must maintain the confidentiality of all Group information. Information, whether documented, electronic or knowledge must not be disclosed to third parties unless such disclosure is required by law or for proper Group business purposes.

7. Intellectual Property/Copyright

Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, and inventions and is valuable to the Group.

The Group is the owner of intellectual property created by employees in the course of their employment unless a specific prior agreement has been made. Employees must obtain written permission to use any such intellectual property from the Group Secretary/Group Legal Counsel before making any use of that property for purposes other than as required in their role as employee.

8. Discrimination And Harassment

Employees must treat other employees, customers, suppliers, contractors and members of the public with respect and courtesy in a fair, honest and open manner. Employees must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, homosexuality or transgender.

Such harassment or discrimination may constitute an offence under legislation. Managers should understand and apply the principles of Equal Employment Opportunity.

9. Corrupt Conduct

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

- (a) official misconduct;
- (b) bribery and blackmail;
- (c) unauthorised use of confidential information;
- (d) fraud; and
- (e) theft.

Corrupt conduct will not be tolerated by the Group. Disciplinary action up to and including dismissal will be taken in the event of any employee participating in corrupt conduct.

10. Occupational Health And Safety

It is the responsibility of all directors, employees and consultants to act in accordance with occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided.

Specifically all directors, employees and consultants are responsible for safety in their work area by:

- (a) following the safety and security directives of management;
- (b) advising management of areas where there is a potential safety problem and reporting any accidents or near misses; and
- (c) minimising risks in the workplace.



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11. Legislation

It is essential that all directors, employees and consultants comply with the laws and regulations of the countries in which we operate. Violations of such laws may have serious consequences for the Group and any individuals concerned. Any known violation must be reported immediately to management.

12. Fair Dealing

The Group aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each employee should endeavour to deal fairly with the Group's suppliers, customers and other employees.

13. Insider Trading

All directors, employees and consultants must observe the Group's "Securities Trading Policy". In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Group has established specific time guidelines for directors, employees and consultants intending to deal in the Company's securities.

14. Responsibilities To Investors

The Group strives to make full, fair and accurate disclosure of financial and other information on a timely basis.

15. Political Contributions or Donations

Contributions or donations to any government official, political party or official, political candidate or supporter must not be made directly or indirectly on behalf of the Group without the prior approval of the Board.

16. Breaches Of The Code

Breaches of certain sections of this Code may be punishable under legislation.

Breaches of any aspect of the Code must be referred to the Board. After consideration of the breach and determination of a sanction, the Board will make a decision on the action to be taken to deal with the breach.

17. Reporting Matters Of Concern

Employees are encouraged to raise any matters of concern in good faith with the head of their business unit or failing that, to the Company Secretary, without fear of retribution.

The person you contact will discuss the matter with you and consider whether anyone else needs to be informed, so that your suspicions can be investigated. During the investigation, they will not mention your involvement to anyone implicated without your consent. The person to whom you reported your suspicions will give you feedback on the outcome of their investigation.



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Policy history

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