



Inabox Group Limited

Code of Conduct



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1 INTRODUCTION

- (a) A reference in this code of conduct (**Code**) to:
 - (i) **Board** means the board of directors of IAB;
 - (ii) **IAB** means Inabox Group Limited; and
 - (iii) **IAB Group** means IAB and any subsidiaries of IAB from time to time.
- (b) IAB expects all officers and employees within the IAB Group to observe the highest standards of honesty, integrity and ethical behaviour in the conduct of their duties and obligations and in dealing with other employees and officers of IAB, as well as in their dealings with shareholders in IAB and the public generally.
- (c) IAB has developed the Code to set out standards of conduct and behaviour it expects of its employees and officers.
- (d) The Board is committed to ensuring that this Code is adhered to by every Board member.

2 PURPOSE OF THE CODE

The purpose of the Code is to:

- (a) clarify the standards of ethical behaviour required of the IAB Group directors, executives and senior management and encourage the observance of those standards;
- (b) ensure high standards of corporate and individual behaviour are observed by all of IAB's employees in the context of their employment with the IAB Group;
- (c) ensure that employees are aware of their responsibilities to the IAB Group under their contract of employment;
- (d) ensure that all persons dealing with entities within the IAB Group, whether they be employees, shareholders, investors, customers or competitors, can be guided by the stated values and policies set out in this Code;
- (e) ensure that all persons dealing with entities within the IAB Group, whether they be employees, shareholders, investors, customers or competitors, can be guided by IAB's stated values, which are:
 - (i) integrity – absolute honesty and transparency;
 - (ii) passion – for delivering performance and service;
 - (iii) respect – for each other, for our clients, for our customers;
 - (iv) accountability and performance – action, not words; and
 - (v) professionalism – uncompromising standards.

3 CONFLICTS OF INTEREST

- (a) All directors and employees must always act in the best interests of IAB and must not permit their own interests to override the interests of IAB or its shareholders.
- (b) Directors of IAB must ensure that they abide by the provisions of the Corporations Act and IAB's constitution in relation to conflicts or potential conflicts of interest and related party transactions.
- (c) Whilst it is recognised that corporate hospitality is given and received as part of building normal business relationships, bribery of any form is unacceptable and employees must avoid accepting hospitality or gifts which might appear to place them under an obligation or

otherwise compromise their ability to perform their obligations to IAB.

4 CORPORATE OPPORTUNITIES

- (a) Without limiting the obligations of directors and other officers under the Corporations Act, each director and employee must not take advantage of property, information or position, or opportunities arising from these, for personal gain or to compete with the IAB Group.

5 CONFIDENTIALITY

- (a) All employees are expected to handle information with care. In particular, the confidentiality of all information must be safeguarded.
- (b) Employees must not misuse information obtained at work either for financial reward or gain.
- (c) IAB is committed to ensuring the confidentiality of its shareholders. IAB is bound by privacy legislation and the National Privacy Principles, which regulate, amongst other things, the collection and use of personal information IAB may receive. IAB's privacy policy is available on our website.

6 FAIR DEALING

- (a) IAB will ensure fair dealing by all of its directors and employees with shareholders, advisers, suppliers, franchisees, customers, competitors and other employees.
- (b) IAB and its directors and employees will comply with the content and spirit of all relevant laws and regulations concerning employment, such as anti-discrimination, equality of employment, health and safety. IAB will endeavour to ensure that all employees are treated fairly, equitably and honestly and will respect the confidentiality of its employees.

7 COMPLIANCE WITH LAWS AND REGULATIONS

All officers and employees within the IAB Group are required to comply with all applicable laws and regulations, together with each of the governance policies adopted by the IAB Group from time to time including (without limitation):

- (a) this Code;
- (b) the IAB Group Securities Trading Policy;
- (c) the IAB Group Continuous Disclosure Policy;
- (d) the IAB Group Communications Policy;
- (e) the IAB Group Diversity Policy,

and such other IAB company policies as may be introduced from time to time.

The above governance policies are available for viewing on our website.

8 REPORTING OF UNLAWFUL OR UNETHICAL CONDUCT

- (a) IAB expects all its employees to respect the rule of law and abide by appropriate regulations. Furthermore, IAB employees are expected to avoid doing business with any individual, company or institution if that business is connected with activities which are illegal or which could be regarded as unethical.

- (b) IAB promotes a culture of open communication and encourages all staff to approach the directors or senior management with any issues they may have.
- (c) IAB recognises that employees may become aware of serious issues within the workplace which have the potential to cause damage to our reputation, brand or employees.
- (d) Directors and employees are encouraged to report violations of this Code, any of the IAB Group's governance policies or any instances of unlawful or unethical conduct by other directors or employees within the IAB Group. IAB will ensure employees are not disadvantaged in any way for reporting any such violations or unlawful or unethical conduct, that the matter is dealt with promptly and fairly and that the reporting procedures are not used maliciously or mischievously.

9 DATE OF ADOPTION

- (a) This Code was adopted by the Board on 10 May 2013.