



Code of Conduct

XPON Technologies Group Limited ACN 635 810 258

Document Control	
Policy Prepared by	Rebecca Kennedy - Head of Group Operations
Status	Approved
Approved by	Board of Directors
Current Version Approved on	25th May 2023
Frequency of Review	Annual
Next review date	May 2024

Version Control			
#	Author of Policy	Changed Sections	Date - approved and adopted
V1.0	Rebecca Kennedy - Head of Group Operations	Initial Version	25th November 2022
V2.0	Clare Craven	Revised version	25th May 2023



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1. Definitions and Interpretation

In this policy:

Term	Definition
Company	Means XPON Technologies Group Limited ACN 635 810 258. The "Company"
Confidential Information	<p>Relates to information about an individual or organisation that is not publicly available, and that we reasonably consider an individual or organisation would not wish us to disclose to third parties without express consent.</p> <p>This could include but is not limited to:</p> <ul style="list-style-type: none">• Any inventions or trade secrets of XPON;<ul style="list-style-type: none">○ personal information (dates of birth, salaries, tax file numbers, address etc) relating to any other person other than to that person, or another person authorised to receive such information;○ business plans, forecasts and marketing, financial records, reports, accounts, proposals, pricing strategies, quotations and tenders submitted or prepared for submission to clients or potential clients;○ creative designs and templates;○ client lists, names of client contacts and terms of trade with clients;○ supplier lists, names of supplier contacts and terms of trade with suppliers;○ source code, solution architecture and IP- computer databases or software.
Who it applies to	Means someone employed by the Company including Directors, employees, contractors, external service providers and any partner of XPON carrying on XPON business
Group	Means XPON Technologies Group Limited and any subsidiary or related body corporate.
Work	<p>Means any time at which an XPONer is:</p> <ul style="list-style-type: none">• Carrying out, or acting in the course of their duties for, or with respect to, XPON;• At work functions (even if out of hours), such as team dinners, Holiday parties, or client functions or any other function or event that XPON has facilitated or that takes place in connection directly or indirectly with XPON's activities;• Representing XPON, for example, at a conference (including after hours behaviour at such conference), or entertaining clients on an informal basis; or• Otherwise acting within the course of their employment (Employees) or within the scope of their engagement (Non-employees)



XPONers	Means any individual conducting business activities on behalf of the Company or the Group. This includes Directors, Executives, Full-time Employees, Casual Employees and Contractors, Interns, and any partner conducting business on behalf of XPON and its related businesses.
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2. Purpose

2.1 To assist XPON Technologies Group Limited ACN 635 810 258 (Company or XPON) maintain a harmonious and ethical work environment, which upholds the Company's Purpose and Values.

2.2 The Code of Conduct sets out the basic principles and rules that XPONers must follow in the performance of their Work.

3. Scope

3.1 The Code of Conduct applies to all XPONers doing Work for the Group.

3.2 The Code of Conduct sets out, at a high level, XPON's general expectations of you. It is supplemented by, and in conjunction with, a number of other company policies which sets out expectations in greater detail.

4. Guiding Principles

4.1 Our Purpose

XPON exists to unlock exponential growth for all of our stakeholders.

4.2 Our Approach

We help customers modernise on a solid growth foundation by incrementally deploying the XPON Marketing and CX Technology stack.

4.3 Our Values

Our core values underpin all that we do. They are:

1. Limitless Potential - It's a mindset, the way we see opportunities and the way we wish to see life for ourselves and others. We don't accept what is, we look to push the barriers and innovate to find a better way.
2. Lead with Curiosity - It's how we learn and continuously improve. Always asking "why", seeking to understand. Our minds are open to possibility.
3. Brave Enough - It's the courage and strength to hear the hard stuff and say when we don't agree. We trust in each other, that we are safe to speak our truth.



4. Own It - It's owning our outcomes in all parts of our lives. We are accountable for our actions and stand by our results with honesty and authenticity. We cultivate a place of trust and support.
5. Grow Together - We embrace each other's individuality and diversities. We are strongest when we are connected. We share our experiences, learn from each other, to grow and to create a better experience for all.

5. Policy

5.1 The Code of Conduct outlines the required standard of acceptable conduct and behaviour that we expect of all XPON Technologies team members in the performance of your duties and interactions at work no matter where you are performing your duties. This required standard of acceptable conduct and behaviour supports our ability to maintain trust and confidence in the integrity and professionalism of the services we provide

5.2 The Code of Conduct is not intended to provide a detailed and exhaustive list of what to do in every aspect of work. Instead, it represents a broad framework that will help guide conduct and behaviour in the performance of duties and interactions in the workplace.

6. Your Conduct

6.1 We expect you to behave respectfully and model our values.

- (a) Model our Values of Limitless Potential, Lead with Curiosity, Brave Enough, Own it, Grow Together in your Work to the best of your ability and act in the best interests of the Company.
- (b) Always strive for the highest health, safety and environmental standards in all facilities, sites, and work areas. Notify your team leader or manager in a timely manner if you are unable to perform your duties due to illness or personal responsibility.
- (c) Inform yourself and comply with all XPON Technologies policies and procedures relevant to your position.
- (d) Uphold the highest standards of honesty, integrity, and transparency in the conduct of duties.
- (e) Treat others, including other XPON Technologies team members, Clients, Partners, Investors and Community with respect, dignity, fairness, and courtesy. Discrimination against any person due to their race, religion, gender, orientation or for any other reason will be regarded as a breach of this policy.
- (f) Make decisions ethically, fairly, responsibly and without bias, using the best information available.
- (g) Never act in a discriminatory, harassing, or violent way towards others.
- (h) Never use your position to gain an advantage over or exploit the vulnerability of others.
- (i) Conduct all business activities in a responsible manner, consistent with ethical obligations of stewardship and in accordance with all applicable laws, policies, and procedures. Comply with any legislative, industrial, or administrative requirements, and all lawful and reasonable directions given by persons in authority.
- (j) Never participate in, or assist others to participate in, any illegal and/or criminal activities.



(k) Act responsibly in the event of becoming aware of any unethical behaviour or wrongdoing by any other member of the team and report such conduct or activities to the appropriate level of management.

6.2 We expect you to use XPON resources and information appropriately.

- (a) Never destroy or take for personal use any items belonging to the Company without prior written approval.
- (b) Use XPON's equipment, funds, facilities and other resources effectively, economically and carefully and in the best interest of the Company team, Clients, Partners, Investors, Community, as permitted by our policies and applicable laws.
- (c) Collect, use, and disclose confidential information only in accordance with the Company's Privacy and Data collection policies and applicable privacy laws.
- (d) Protect confidential information.
- (e) Only access confidential information when it is required for work purposes.
- (f) Do not use confidential information for any unofficial or non-work purposes.
- (g) Only release confidential information if authorised to do so.
- (h) Ensure that any information you collect for Work purposes is returned and or destroyed when the purpose is complete.

6.3 Public Presentations and Comments

- (a) Ensure that public comments (either verbal or written) made in a private capacity are not attributed as official comments of XPON Technologies. In this regard, the use of official stationery, email addresses, or any other electronic identifiers is not permitted for private correspondence or for purposes not related to official XPON Technologies duties.
- (b) Ensure you maintain appropriate usage of social media. Inappropriate use of social media, examples include but are not limited to:
 - (i) sharing content that is confidential or may be considered inappropriate;
 - (ii) commenting on, posting or storing information that relates to our clients, conditions of employment, other team members and information about the work being performed;
 - (iii) speaking adversely about the Company, our products, clients or team members; or
 - (iv) posting or disclosing the Company information which is not otherwise publicly available.
- (c) Refrain from wearing clothing with logos, images or slogans which might be offensive.

6.4 Conflicts of Interest

- (a) Avoid putting yourself or the Company in a real or perceived conflict of interest.
- (b) Where a Conflict arises or may arise, you must disclose the nature of the conflict to management to ensure that measures are put in place to protect parties affected by the Conflict and deal appropriately with, and protect parties affected by the Conflict. You must follow reasonable management directions to



eliminate, address, or manage the conflict which may include a direction to you to cease engaging in any outside activity which gives rise to the conflict of interest.

(c) Examples of situations which may give rise to Conflict of Interest include (but are not limited to):

(i) Commercial relationships dealing with friends and/or family;

(ii) External board appointments or memberships; and/or

(d) Unauthorised secondary employment.

7. Responsibilities for XPON People Leaders

People leaders have an additional responsibility to ensure this Code of Conduct is accessible, understood and complied with by all people they are responsible for at all times by:

7.1 Taking appropriate steps to resolve conflict that arises in the workplace to ensure a healthy and harmonious work environment.

7.2 Taking appropriate action to address breaches of the Code of Conduct by employees, contractors and casuals.

8. Failure to Comply with the Code of Conduct

XPON Technologies team members may be subject to disciplinary action, up to and including termination of employment or contract, where it is established that you have breached the Code of Conduct.

XPON reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or a breach of any law.

9. Review of the Policy

This Policy will be reviewed by the Nomination and Remuneration Committee on a periodic basis as required, and at least every second year to check that it is operating effectively and to determine whether any changes are required.

10. Other Policies

Employees are encouraged to read this policy in conjunction with other relevant Company policies, including:

1. Corporate Governance Charter
2. Grievance Handling Policy
3. Whistleblower Policy
4. Continuous Disclosure Policy
5. Corporate Governance Charter



6. Privacy Policy
7. Securities Trading Policy
8. Anti Bribery and Corruption Policy
9. Diversity & Inclusion Policy