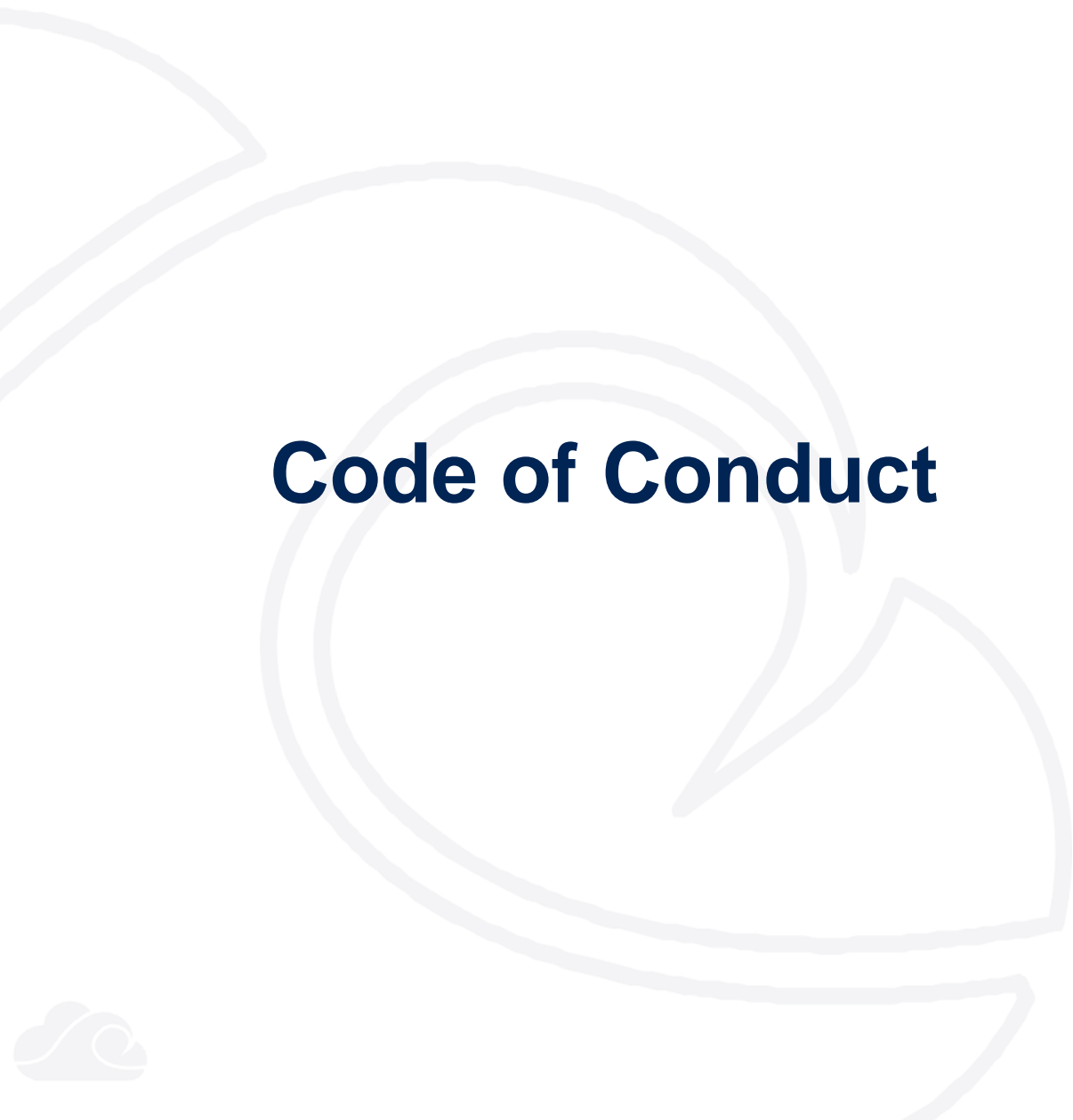




Code of Conduct





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1. Introduction

1.1. Purpose and application of this code

This Code of Conduct has been adopted by the Board of Directors (“Board”) of FirstWave Cloud Technology Limited (**FirstWave**). It applies to all directors, as well as all officers, employees, contractors, consultants and associates of FirstWave (FirstWave Employees).

This Code of Conduct sets out the core duties owed to FirstWave shareholders, customers, employees, suppliers and the broader community in respect of conduct in the workplace.

1.2. Guiding principles

FirstWave has adopted a number of guiding principles that are designed to assist FirstWave Employees in their decision-making and conduct. These principles are that:

- we respect and abide by the letter and spirit of the law at all times;
- we conduct ourselves with integrity, are fair and act honestly at all times;
- we use our assets responsibly for the optimum benefit of our shareholders;
- we treat all stakeholders equitably and with respect and dignity;
- we provide safe, challenging and rewarding places for our employees;
- we honour agreements made with others who work with us and act in good faith;
- we have proper concern for the environment and the wider community, acting accordingly;
- we are responsible and accountable for our actions and their consequences; and
- we will investigate complaints received from our stakeholders.

All of these principles apply – even if not specifically mentioned below.

2. How We Comply with Our Formal Obligations

FirstWave is committed to complying with the law whenever it does business.

FirstWave Employees are expected to:

- act in accordance with:
 - the letter and spirit of the law;
 - this code; and
 - all relevant policies and procedures
- participate in relevant compliance training programs offered by FirstWave; and
- contact their manager or the Company Secretary if they are uncertain about their compliance obligations.





3. How We Deal With our Stakeholders

FirstWave values honesty, integrity and fair dealing.

FirstWave Employees are expected to:

- act always in good faith;
- treat each other and all suppliers, competitors, clients, customers and other stakeholders fairly and with respect;
- provide timely, balanced, accessible and understandable information of material significance to its shareholders, regulators, other key stakeholders and the investing community generally;
- avoid any practices that are, or could be judged to be misleading, deceptive or unfair; and
- not accept or offer gifts to a kind that a reasonable person might think likely to influence a business decision (please refer the FirstWave Anti-bribery and Corruption Policy)

4. How We Work Together

FirstWave is committed to ensuring a work environment that is safe and healthy for all and in which everyone is treated fairly and with respect:

- safety and health must never be compromised in order to meet commercial objectives;
- FirstWave employees are expected to be proactive in identifying and where appropriate preventing risks to health and safety;
- all accidents and incidents are to be reported in a timely and comprehensive manner; and
- physical or verbal harassment or abuse in the workplace is not tolerated by FirstWave.

5. How We Use the Company's Information

FirstWave Employees are expected to:

- treat all information acquired while they are with FirstWave as confidential, even after they leave FirstWave;
- take great care to ensure the integrity and security of all of FirstWave confidential information which relates to the affairs of FirstWave and its employees, clients, customers, and suppliers;
- not access or request or make improper use of or transfer or disclose confidential information to anyone else (other than in the proper course of their duties) without written permission from FirstWave or as legally required; and
- immediately return any confidential information which inadvertently comes into their possession.





6. How We Deal with Conflicts of Interest

FirstWave is committed to managing, and where required, avoiding conflicts of interest.

FirstWave Employees are expected to:

- not allow personal interests to conflict with the interests of FirstWave;
- obtain written permission before accepting a position in any other company, business or organisation as a director, agent, employee or consultant, whether paid or unpaid, which may, or may be seen to give rise to a conflict of interest;
- disclose any perceived, potential or actual conflict of interest or duty to their manager or the Company Secretary as soon as they become aware of it;
- avoid participating in decisions and activities which may conflict with their duties and responsibilities to FirstWave; and
- not take part in any decision making process of FirstWave relating to a conflict that they are involved in.

7. How We Use the Company's Assets

FirstWave Employees are expected to:

- ensure that FirstWave assets and property are used only for legitimate business purposes;
- not use FirstWave assets for personal purposes, except in accordance with FirstWave policy or approved arrangement (limited use of FirstWave property such as computers and telephones is permitted for private and non-income producing purposes provided it is used in an efficient and prudent manner); and
- report any suspected or actual theft or fraud to their manager, the Company Secretary or any other person nominated by FirstWave.

8. How We Care for the Social and Natural Environment

In the conduct of its business, FirstWave:

- cares for the environment and the cultural heritage of the communities in which we operate;
- provides advice to its customers on the responsible use of its products; and
- is committed to developing and applying standards that minimise any adverse environmental or social impacts resulting from its operations, products and services.

9. How We Report a Breach of Code

This Code is designed to focus FirstWave Employees on particular issues identified by FirstWave as central to the company's integrity. The company's values and principles apply to all decisions made on behalf of FirstWave – even if the issue is not specifically mentioned here.





FirstWave Employees are expected to report to their manager:

- any suspected breach of this Code;
- any actual or suspected fraudulent or unethical behaviour; and
- any breaches of FirstWave policy.

In exceptional circumstances it may not be appropriate to report such matters to a manager. In these circumstances, the FirstWave Employee may report the breach by emailing the following email address, hr@firstwavecloud.com. Any incident reported to this address will be treated confidentially.

FirstWave will take any breach of this Code seriously. Matters raised will be investigated and FirstWave will take appropriate action in respect of any breach of this Code. This may result in disciplinary action and, in some cases, termination of employment or legal action.

10. How We Respond to Breach of Code

10.1. Where can FirstWave Employees obtain further information?

Your manager or the Company Secretary can provide further information or assistance regarding this Code if required.

10.2. Review and publication of this code

The Board will review this Code from time to time. This Code may only be amended by resolution of the Board.

A copy of this Code will be distributed to all directors and employees and will be available on FirstWave website. Key features will be published in the annual report.

11. Published

A copy of this Policy is available on the FirstWave Portal and FirstWave Corporate website at <https://www.firstwavecloud.com/corporate-governance.html>.





REVISION HISTORY (filled out by Legal and Compliance Services)

Revision / Ref. No.	Approved/ Rescinded	Amended/	Date	Committee / Board / Executive Manager	Resolution / Change
CORP1.01	Approved		31 July 2018	Board	

Policy Name	Code of Conduct
Policy Manager	Company Secretary
Policy Department	Corporate Services
Contact	Gai Stephens Tel: +61 2 9409 7000 Email: gai.stephens@firstwavecloud.com
Approval Authority	Board of Directors
Release Date	31 July 2018
Review ed	Annually
Distribution Level	All officers, employees and agents of FirstWave
Version Reference	CORP1.01

