

CODE OF CONDUCT

Access Innovation Holdings Limited ACN 122 058 708 (the **Company**)

1 INTRODUCTION

1.1 Purpose

This code of conduct sets out the standards of conduct expected of our business, our boards and our people, taking into account our corporate group's legal and other obligations to its stakeholders.

The board of directors of the Company (**Board**) has endorsed this code. The Board and management believe that the commitment of the Company and each of its subsidiaries and consolidated entities (together, **Ai-Media**), to this code will maintain the confidence of key stakeholders in Ai-Media's integrity.

1.2 Application

This code applies to everyone who works in or for Ai-Media. This code applies to all directors of the Board, as well as all officers, employees, contractors, consultants, other persons who work in, or for, Ai-Media, and associates of Ai-Media (together, the **Personnel**).

Personnel are expected at all times to act consistently with this code of conduct. This code operates in conjunction with Ai-Media's policies and procedures relating to Personnel. It is essential that all Personnel are familiar with this code, which is available on Ai-Media's website.

2 OUR STANDARDS AND POLICIES

2.1 Ai-Media's values

Our clients value us because we hold ourselves to account with respect to Ai-Media's stated values. All Personnel have a personal responsibility to uphold, are expected to adhere to and promote, the following values:

(a) **Innovation and Vision**

We design and deliver world-class products that make access to content available to everyone

(b) **Integrity and Accountability**

We encourage openness in all our interactions. We prize honesty, accuracy and reliability.

(c) **Quality and Service Excellence**

We are committed to delivering quality in the products and services we provide. We continually seek to learn and improve.

2.2 Personal Conduct and Professional Behaviour

At all times, all Personnel's personal conduct and professional behaviour should be guided by, and strive to adhere to, the following principles:

- (a) All Personnel must conduct themselves with honesty and integrity.
- (b) All Personnel treat each other, the customers, suppliers and other stakeholders with respect, be pleasant, personable and courteous and always conduct business in a professional manner.
- (c) No Personnel will discriminate on the grounds of a person's race, religion, gender, marital status or disability.
- (d) All Personnel must avoid behaviour which could lead to the exploitation of another person and/or the business.
- (e) All Personnel must demonstrate a willingness to cooperate with any lawful instructions from their manager or supervisor.
- (f) All Personnel must perform their work to the highest standard possible in an efficient, effective and timely manner.

Specific information in the form of Human Resources policies, procedures, guidelines and forms will also be provided to Personnel to support their understanding of the Ai-Media environment and their responsibilities as Ai-Media Personnel.

2.3 Communication

Ai-Media aims to facilitate excellent internal communication among its Personnel, so as to maintain a good working, social and personal environment, promote efficiency, and generate a better understanding of Ai-Media's objectives.

We also recognize that effective internal communication is a two-way street. Listening to and acting upon your ideas, concerns, and suggestions – to achieve results and improve service – is just as important as keeping you informed about Ai-Media's goals and priorities.

2.4 Conflicts of interest

A conflict of interest occurs if a person's loyalties are divided, for example, where the Personnel or any family or friends of the Personnel have a personal or commercial interest which may interfere, or be perceived to interfere, with the performance of the Personnel's duties and responsibilities to Ai-Media, making it difficult to perform the role objectively and effectively. The existence of a conflict of interest is not uncommon. What matters is how we manage the conflict.

All Personnel must act in the best interests of Ai-Media. To safeguard the confidence of Ai-Media's key stakeholders in Ai-Media's integrity, it is paramount that Personnel do not allow personal interests or the interests of family or friends or any other interests to conflict with the interests of Ai-Media.

All Personnel must:

- (a) avoid participating in decisions and activities which may conflict, or be perceived to conflict, with their duties and responsibilities to Ai-Media;
- (b) not enter into any arrangement or participate in any activity that would conflict with Ai-Media's best interests or would be likely to negatively affect the Ai-Media's reputation;
- (c) not be involved in any other company, business or organisation as director, agent, employee or consultant, whether paid or unpaid, if there is a possibility that the Personnel's interests could conflict, or be perceived to conflict, with those of Ai-Media unless approval has been provided from a direct manager or, for directors, from the Chair of the Board.

Any Personnel involved in a conflict or possible conflict or who becomes aware of a conflict, must report this immediately to a direct manager or, for directors, to their board as soon as possible. [

In addition to avoiding conflicts of interests, all Personnel are expected at all times to act honestly, with high standards of personal integrity, as well as ethically and responsibly. Reports can be made to companysecretary@ai-media.tv

2.5 Intellectual Property, opportunities, benefits and ownership of work

Personnel must not use Ai-Media or customer property (including intellectual property), information, their position or opportunities which arise from these to improperly gain a benefit for themselves or for another party or to cause detriment to Ai-Media or its customers.

All Personnel have an obligation to avoid all financial, business and other arrangements which may be opposed to the interests of Ai-Media, or which may place them in a competitive position with Ai-Media. The product of any work performed while employed by Ai-Media, or on behalf of Ai-Media, or using Ai-Media property (including all intellectual property rights created in connection with that work) belongs to Ai-Media.

A company's intellectual property is among its most valuable assets. Unauthorized and inappropriate use can lead to a serious loss of value for the organisation and may expose Personnel to criminal and civil fines and penalties.

2.6 Anti-bribery

A number of countries, including Australia, have strict laws against bribery and corruption. The anti-bribery laws of some countries including Australia, the United States and the United Kingdom can apply to things done in other countries. Anti-bribery laws can impose serious criminal and civil penalties. Significant reputational damage may also be incurred if an organisation is involved in bribery or corruption.

Ai-Media must comply with and uphold all laws against bribery, corruption and related conduct applying to Ai-Media in all the jurisdictions where Ai-Media operates. Personnel should comply with the Anti-Bribery and Anti-Corruption Policy which is available in the Corporate Governance section of Ai-Media's website.

2.7 Dealings with government officials

All dealings with politicians and government officials which relate to Ai-Media and its business activities must be conducted at arm's length and with the utmost professionalism, to avoid any perception of attempts to gain advantage or to improperly influence the outcome of an official decision.

Personnel must not make any donation or other financial contribution to any political party or candidate for an election or sponsor any organisations (other than in a purely personal capacity) without seeking and obtaining prior approval from the secretary of the Company or its relevant subsidiary.

2.8 Confidentiality

In the course of Ai-Media's business, Personnel may have access to business or personal information about the affairs of Ai-Media, its clients, customers, employees, suppliers and our business partners (**Confidential Information**). It may include business strategies, marketing and sales plans, competitive analysis, financial plans and forecasts, customer or employee information, supplier information and pricing.

All Personnel are required to protect the privacy and confidentiality of Ai-Media, its customers and other parties. All Personnel are required to ensure that they:

- (a) Do not copy, reproduce, use or disclose (either directly or indirectly) Ai-Media's Confidential Information other than in the course of performing their duties;

- (b) Acknowledge their obligation not to copy, reproduce, use or disclose Ai-Media's Confidential Information following the termination of their employment;
- (c) Personnel must not access or request or make improper use of or transfer or disclose Confidential Information to anyone else, except as required by the responsibilities of that person's role in good faith and with the requisite authorisation;
- (d) Only use this Confidential Information for the purpose of fulfilling their duties in providing Ai-Media services; and
- (e) Will not seek any commercial gain from the use of any Confidential Information.

Any Confidential Information that comes into any Personnel's possession by mistake or inadvertently should be returned immediately. If required by an authority to provide Confidential Information which has not been otherwise authorised, the relevant company secretary must be notified immediately.

2.9 Use of Ai-Media's Equipment and Facilities

Ai-Media will provide Personnel with the tools and equipment needed to do their jobs effectively, but it relies on the Personnel to be responsible and not wasteful with resources.

Financial integrity and fiscal responsibility are core aspects of corporate professionalism. All Personnel has a role in ensuring that funds are appropriately spent, financial records are complete and accurate and the relevant policies and guidelines are adhered to, especially with regard to compliance with industry certifications.

2.10 Innovation & Development

Ai-Media operates in a competitive industry subject to continual technological and commercial change. To be world-class in providing innovative economic access Ai-Media needs to be at the leading edge of technological and product innovation.

Ai-Media's tools, technologies, processes and requirements are likely to change over time and Personnel's skills may require updating or development on a regular basis. In order to maintain the highest level of professional, service and ethical standards Ai-Media will aim to support you with all the necessary training and assistance you require. For details on opportunities regarding training, study and development, contact the People team.

2.11 Privacy

Personnel must respect and safeguard the privacy of personal information held by Ai-Media regarding its clients, customers, suppliers, employees and others.

Personnel with access to this information must ensure that it is collected, kept, disclosed, handled and used in a manner that complies with the *Privacy Act 1998* (Cth), Australian Privacy Principles, any other privacy and data protection laws that may apply and any privacy policy adopted and notified by Ai-Media from time to time.

2.12 Bullying, harassment and vilification

Ai-Media prohibits harassment, bullying or vilification in any form including verbal, physical or visual. Any such conduct will be dealt with in accordance with Ai-Media policy.

2.13 Equal Opportunity Employment and discrimination

Ai-Media is committed to being an equal opportunity employer and reports on its gender equality practices.

Employment is based solely upon individual merit and qualifications directly relating to professional competence. Ai-Media strictly prohibits unlawful discrimination of any kind, including discrimination

on the basis of race, colour, religion, veteran status, national origin, ancestry, pregnancy status, sex, gender identity or expression, age, marital status, mental or physical disability, medical condition, sexual orientation or any other characteristics protected by law.

2.14 Social and environmental

Ai-Media is committed to minimising environmental or social risks and has an operating model which is predominantly remote delivery. Any operating facilities observe responsible practices in terms of conserving electricity, water and by recycling papergoods and toners where applicable.

2.15 Health and safety

Ai-Media is committed to ensuring the health and safety of its employees, consultants, contractors and visitors to its workplace and any other persons who Ai-Media works with, as required by law.

Personnel must comply with the laws and regulations that apply to Ai-Media and its operations. Ai-Media officers have additional due diligence health and safety obligations which they must comply with.

The use of alcohol and drugs may impair performance at work, have an adverse impact on productivity and can pose a risk to health and safety. To assist with ensuring the safety of our workplace, the consumption of alcohol, and the use of any prescription drugs which may impair a person's ability to perform their work, or which pose a risk to their or others' health and safety, must be strictly in accordance with Ai-Media policy.

If a manager has reasonable suspicion to believe that a Personnel's use of drugs and/or alcohol may adversely affect the Personnel's job performance or the safety of the Personnel or others in the workplace, the manager may request an alcohol and/or drug screening. A reasonable suspicion may be based on objective symptoms such as the Personnel's appearance, behaviour or speech.

Personnel must not knowingly participate in any illegal or unethical activity. Ai-Media will not tolerate the use of illegal drugs or improperly used prescription medicine, or alcohol (except for moderate consumption at social events) on Ai-Media premises or when performing work for Ai-Media, travelling on behalf of Ai-Media, attending work related functions or activities or conducting business on Ai-Media's behalf. The possession, use, sale or offering or distribution of illegal drugs or other controlled substances on Ai-Media premises or while performing work for Ai-Media, conducting Ai-Media business, travelling on behalf of Ai-Media or at work related functions or activities is forbidden. All personnel must abide by Ai-Media's WH&S policy.

2.16 Protection of and use of Ai-Media's assets and property

Personnel must protect Ai-Media's assets and property (including intellectual property) and ensure that the Ai-Media's assets and property are used only for the benefit of the Ai-Media's business. Personnel must report any suspected or actual theft or fraud to their manager or the company secretary or any other contact nominated by Ai-Media.

Personnel must not use Ai-Media's assets or property for personal purposes except in accordance with any Ai-Media policy or approved arrangement. Personnel must return Ai-Media assets and property immediately upon request by Ai-Media.

All expenses must be documented and reported in a timely manner.

2.17 Compliance with laws

Ai-Media is committed to complying with the laws and regulations of the countries in which it operates.

Personnel must:

- (a) comply with all laws and regulations relating to Ai-Media, including document retention requirements;
- (b) comply with the technical and ethical requirements of any relevant regulatory or professional body;
- (c) not breach, or omit to do something in breach of, any law or regulation or requirement.

All actual or potential breaches of the above must be reported immediately to the company secretary or a direct manager.

Personnel are expected to participate in relevant compliance training programs offered by Ai-Media.

2.18 Responsibility to shareholders and the community

Ai-Media is committed to providing value to its shareholders and recognising the legitimate interests of other stakeholders. Ai-Media has policies regarding the timely provision of information to its shareholders and other stakeholders including posting information to its website. It has processes to ensure that the accounts and financial information it provides represent a true and fair view of the financial performance and position of Ai-Media. Personnel must fully cooperate with, not make any false or misleading statement to or conceal any relevant information from, Ai-Media's auditors. All personnel should deal with customers and suppliers fairly.

2.19 Insider trading

Insider trading is a serious offence prohibited by law. Personnel must at all times avoid trading the Ai-Media's securities (or any other securities) while in possession of inside information.

All Personnel must review and comply with the Company's Securities Trading Policy, which provides further guidance on the insider trading prohibition.

2.20 Whistleblower protection

All Personnel are encouraged to report any actual or suspected unethical behaviour, including excess waste or breaches of Ai-Media's codes and policies, to a manager or the company secretary or any other contact nominated by Ai-Media. Matters raised will be investigated. Ai-Media is committed to ensuring that Personnel can raise concerns in good faith without being disadvantaged in any way to the extent that the law permits.

All Personnel must review the Company's Whistleblower Policy, which provides further guidance on whistleblower protection.

3 GENERAL

- (a) This code is an essential policy of Ai-Media and all Personnel must comply with this code. Breaches may result in disciplinary action including suspension or termination of employment, or even legal action. Breaches of this code should be reported in accordance with Ai-Media policies and procedures. Personnel should speak to the Company secretary if they are unsure about the process for reporting breaches. [
- (b) Ai-Media will promote this code across the organisation and provide training on the topics it covers. A copy or summary of this code will be available on Ai-Media's website. It will be distributed to all directors, employees and other persons as relevant. Key features will be published in the annual report or a link to the code or a summary on Ai-Media's website.
- (c) The Board will review this code from time to time to check that it is operating effectively and consider whether changes are required. This code may be amended by resolution of the Board.

