
OPENN NEGOTIATION LIMITED (ACN 612 329 754)

Corporate Code of Conduct

Adopted: 10 May 2021

1. Introduction

Openn Negotiation Limited (**Company**) requires its directors, officers, employees, contractors and consultants (**Personnel**) to observe high standards of business conduct and to act with integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

The Company is committed to fostering a culture that encourages, supports and maintains high standards of honest and ethical behaviour, legal compliance, corporate social responsibility and good governance.

This document sets out the standards by which the Company and Personnel are expected to comply in relation to the affairs and operations of the Company and when dealing with the Company, each other, shareholders and the broader community.

The Company will seek to ensure that this document is observed by all Personnel the Company. To this end, the Company will seek to make this document known and accessible to all Personnel.

2. Legal Compliance

All Personnel must comply with all applicable laws, regulation, rules and codes set by government, governmental agencies or regulatory bodies.

Personnel may, after consultation with the chairperson of the Company's Board of Directors (**Chairperson**), seek appropriate legal advice as and when necessary.

3. Conflicts

Personnel must not exploit their position or office with the Company for personal gain or for the gain of a person other than the Company.

Personnel must not use Company information gained in the course of their position, employment or engagement with the Company for personal gain or for the gain of a person other than the Company.

Personnel must take all reasonable steps to avoid conflicts arising between their interests and those of the Company. Any actual or potential conflict is to be reported to the Chairperson.

Personnel must declare to the Chairperson a significant ownership interest in any company, business or other enterprise which may compromise loyalty to the Company.

Personnel must bring to the attention of the Company business opportunities identified through the use of Company property, information or position.

4. Fair Dealing

All dealings with customers, suppliers, competitors, employees and other stakeholders of the Company are to be conducted with honesty, integrity and objectivity.

Personnel should strive to enhance the reputation and performance of the Company.

5. Group Assets and Property

All assets and property of the Company and its subsidiaries are to be properly used in the interests of the corporate group, and must be safeguarded from loss and misuse.

6. Knowledge and Information

The accuracy, use and handling of information are critical to the Company's integrity and reputation.

Personnel must ensure that information is recorded by them honestly and accurately, and in a timely fashion.

Material information must be made known to their relevant managers and supervisors so as to enable the Company to meet its disclosure and reporting obligations.

Personnel must not make improper use of knowledge, information, documents or other Company resources obtained in the course of employment/engagement with the Company.

Personnel must respect the confidentiality and observe the privacy of information about the Company, its customers, its suppliers and fellow Personnel. The security and proper use of Company information is mandatory.

Personnel must use computer systems and facilities appropriately. For example, private passwords to computer systems and files must be kept confidential.

Unauthorised use, manipulation or other interference with computer systems and records is prohibited.

7. Confidential Information

Confidential or commercially sensitive information must not be disclosed without proper authorisation.

Unauthorised access to confidential information is prohibited.

Confidential or commercially sensitive information must not be used by Personnel for personal benefit or any purpose other than performance of their duties/responsibilities for the Company.

8. Disclosure

The Company proposes to seek admission to the Australian Securities Exchange (**ASX**). Upon admission to ASX, the Company will be subject to obligations to immediately inform ASX of market sensitive information related to the Company, subject to certain exceptions (i.e. continuous disclosure obligations).

Continuous disclosure obligations are to be met in accordance with the Company's Continuous Disclosure and Market Communications Policy. All Personnel should familiarise themselves with this policy. A copy of the Continuous Disclosure and Market Communications Policy is available at <https://hello.openn.com.au/investors>

9. Securities Trading

In summary, the *Corporations Act 2001* (Cth) prohibits a person from:

- trading or agreeing to trade a company's securities;
- procuring someone to trade or entering an agreement to trade a company's securities; or
- directly or indirectly communicating information to someone who they think might trade, enter into an agreement to trade or get another person to trade a company's securities,

while in possession of price sensitive information about that company which is not generally available to the public if the person knows, or ought reasonably to know, that the information is not generally available and is price sensitive (i.e. 'inside information').

Information will be considered price sensitive for these purposes if a reasonable person would expect that information to have a material effect on the price or value of the relevant company's securities (i.e. it would, or would be likely to, influence a person who commonly acquires securities in deciding whether or not to acquire or dispose of that company's securities).

Further, the ASX Listing Rules require listed companies to have a trading policy that regulates trading/dealing in their securities by key management personnel during certain prohibited periods when the Company is in possession of market sensitive information which has not been released to ASX.

The Company has adopted a Securities Trading Policy to assist with preventing contraventions of the insider trading prohibition, as well as to manage trading during restricted periods in accordance with ASX requirements.

Personnel must comply with the Company's Securities Trading Policy when trading in the Company's securities. All Personnel should familiarise themselves with this policy. A copy of the Securities Trading Policy is available at <https://hello.openn.com.au/investors>.

10. Health, Safety and Environment

The Company is committed to protecting the health and safety of its Personnel, as well as protecting the environment in the conduct of its operations.

Health, safety and environmental obligations and good practices established by the Company are to be recognised, respected and adhered to by all Personnel.

11. Employment Practices

The Company subscribes to good employment practices, including that:

- all employment practices are to be fair and non-discriminatory;
- a safe system of work is to be maintained;
- all forms of discrimination and harassment are prohibited; and
- the privacy rights of all Personnel and other individuals engaged with the Company are to be respected.

12. Improper Payments, Gifts and Entertainment

Only gifts that are not in cash or equivalent, are of small value and are appropriate to the business relationship may be accepted by Personnel.

All business entertainment received or provided is to be reasonable and properly authorised.

Personnel must not under any circumstances make offers of, or receive, bribes or other improper payments.

Personnel must comply with the Company's Anti-Bribery and Anti-Corruption Policy, which also applies to gifts and entertainment. A copy of the policy is available at <https://hello.openn.com.au/investors>.

13. Reporting

Any matter which Personnel believe to be a breach of a law or this document should be brought to the attention of the Chairperson or the Company Secretary for guidance. The Board must be kept informed of any material breaches of this document.

The Company will take all reasonable steps to ensure that any person reporting such breaches is protected from retribution.

The Company has adopted a Whistleblower Policy encouraging Personnel and other stakeholders to report incidents of wrongdoing and ensuring that each person that reports wrongdoing can do so and is protected from reprisal, discrimination, intimidation or victimisation. A copy of the Whistleblower Policy is available at <https://hello.openn.com.au/investors>.

14. Questions and Further Information

If you have any questions or need further information on how to comply with this Code, please contact the Company Secretary or the Chairperson.

15. Corporate Group

In this document, a reference to the Company includes any 'related body corporate' (as defined in the *Corporations Act 2001* (Cth)) of the Company, as the context requires.

16. Review and Publication of Code

The Board will review the code set out in this document on an annual basis, and may amend the code, to ensure that it is appropriate for the Company's business and operations and is up to date with laws and regulations.

The Company will publish this document on the Company's website at <https://hello.openn.com.au/investors>.