



Code of Conduct

BikeExchange Limited
ABN 24 625 305 240

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approved under Professional
Standards Legislation*

Code of conduct

1 Introduction and Purpose

BikeExchange Limited (**Company**) and its subsidiaries (**Group**) relies on the confidence that clients and the community have in the way we conduct our business. Integrity, confidentiality and acting ethically and responsibly are our key principles.

This policy has been developed to align with, and is underpinned by the Group's values, which are set out in the Company's Code of Conduct.

2 Who the Code of Conduct Applies to

The Code of Conduct applies to:

- (a) employees, directors and other officers of the Group; and
- (a) to all others who work for, act on behalf of, or represent the Group, including contractors and consultants,

(together, **Personnel**).

As someone engaged to perform work at the Group, you have an obligation to not only adhere to the Code of Conduct but also to report any breaches to your direct report. All Personnel will receive appropriate training on their obligations under this Code of Conduct.

3 How the Code of Conduct Interacts with Other Company Policies

This code should be read in conjunction with all relevant Company policies, which include (but are not limited to) our policies that deal with diversity, continuous disclosure and security trading in the Company's shares.

Copies of these policies are available on the Company's website at bikeexchange.com.au.

4 Professional Behaviour

Personnel are expected to maintain the highest level of professional conduct in their interactions with each other and in representing the Company.

Personnel must ensure they:

- (a) act in accordance with the Company's stated values and in the best interests of the Company;
- (b) treat fellow staff members with respect and not engage in bullying, harassment or discrimination;
- (c) do not bring the Company into disrepute;

- (d) do not knowingly participate in any illegal or unethical activity;
- (e) devote their whole time, attention and ability to the business of the Company while at work;
- (f) do not enter into any arrangement or participate in any activity that would conflict with the Company's best interests or that would be likely to negatively affect the Company's reputation;
- (g) do not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
- (h) comply with all of the Company's policies, procedures and practices as varied from time to time;
- (i) disclose and deal appropriately with any conflicts between their personal interests and their duties as a director, senior executive or employee;
- (j) report breaches of the code to the appropriate person or body within the Company;
- (k) act with honesty and integrity; and
- (l) treat everyone with respect and dignity and not engage in bullying, harassment or discrimination.

5 Fair Trading and Dealing

The Company expects all Personnel to maintain the highest standard of ethical behaviour in conducting business and to behave with integrity in dealings with customers, shareholders, government, employees, suppliers and the community.

When dealing with others, Personnel must:

- (a) perform their duties in a professional manner;
- (b) act with the utmost integrity and objectivity; and
- (c) strive at all times to enhance the Company's reputation and performance.

6 Compliance with the Law

Personnel must respect and attempt to observe all laws and regulations that apply to the Company and its operations. This requirement means Personnel should understand the laws and regulations relevant to them, as an ordinary person, in relation to their specific job and the country in which they are working.

Personnel are expected to comply not only with their legal obligations but also to act ethically and responsibly in their interactions with each other and in representing the Company.

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

7 Conflicts of Interest

Personnel are expected to avoid placing themselves in positions where their private interests conflicts directly or indirectly with their obligations to the Company. A conflict of interest can arise where there is a personal, family or associated commercial interest which may interfere, or appear to interfere with the interests of the Company or Group as a whole and influence the individual in the effective and objective performance of their duties and responsibilities because of divided loyalties.

Examples include:

- (a) being involved in or having a significant ownership or personal financial interest in other enterprises where a conflict may arise with the member of staff's obligations to the Company;
- (b) participating in activities or discussions where there may be a conflict with their duties and responsibilities to the Company;
- (c) soliciting or receiving benefits such as cash, gifts or entertainment in connection with, or as a reward for, any service or business of the Company, where the benefits, because of the frequency of the offers, the cost and circumstances and timing in which they are offered, creates, or could be interpreted as creating, an obligation that affects the individual's objectivity in making a business decision;
- (d) taking advantage of property, information or other opportunities arising from your position in the Company;
- (e) conflicts of interest arising from a family, business or personal relationship; or
- (f) conflicts arising from activities outside employment (such as involvement in community activities and professional organisations).

Any conflict of interest or potential conflict of interest should be reported to the individual's senior officer/manager and, in the case of Directors, to the Board. The Board will procure the maintenance of a register recording the conflicts of interest or potential conflicts of interest which may arise.

8 Securities Trading

The Company is committed to upholding fair and ethical securities trading practices complying with all laws and avoid any conflicts of interest. Personnel must familiarise themselves with the Company's securities trading policy.

9 Corporate Opportunities

Employees must not take advantage of property, information, or other opportunities arising from their position with the Company.

10 Bribes, Inducements and Commissions

Personnel must not pay or receive any bribes, facilitation payments, inducements or commissions, or give or receive any unreasonable gifts or otherwise act in an unethical way. Any small gifts should be declared and a register kept. Personnel must familiarise themselves with the Company's Anti-Bribery and Corruption Policy.

11 The Company's Resources and Assets

Employees must use the Company's resources (including computer facilities, information systems and electronic resources such as Internet and email) and premises appropriately, responsibly and in the best interests of the Company.

Employees must take all necessary steps to ensure that:

- (a) the Company's resources and assets, including funds, equipment and information, are protected; and
- (b) the Company's resources and assets, including funds, equipment and information, are used only for the purpose for which they were intended to be used and are used in accordance the Company policies and procedures.

12 Confidential Information

Personnel must not disclose or use in any manner confidential information about the Company, its customers or its affairs, that they acquire during employment with the Company, unless the information is already legitimately public knowledge. This obligation continues to apply to Personnel after they leave the Company.

Confidential information includes, but is not limited to trade secrets, lists of customers, employee (personal) details, details of marketing programs, technical and systems information (including algorithms), information about suppliers, computer systems and business strategies.

13 Trade Secrets and Intellectual Property

All inventions, discoveries, computer software processes algorithms and improvements made by Personnel during his or her employment with the Company, remain the property of the Company.

This means the Company will hold all proprietary rights to intellectual property and trade secrets. This includes all ownership rights, copyright, exclusive rights to develop, make, use, sell, licence or benefit from any inventions, discoveries, processes and improvements made during an individual's employment with the Company.

14 Health and Safety

The Company's top priority is maintaining a healthy and safe working environment for all of its Personnel.

All appropriate laws and internal regulations (including occupational health and safety laws) should be fully complied with. All Personnel have obligations to assist in ensuring that this situation is maintained at all times.

15 Public Communications and Disclosures

Media statements and official announcements may only be made by persons authorised to do so. Personnel must refer to the appropriate person, any requests for information of which they are not authorised to respond to. The Board will procure the maintenance of a register recording the media

requests and inquiries.

The Company has adopted a Continuous Disclosure Policy to ensure compliance with its disclosure and communication obligations under the Corporations Act 2001 (Cth) and the ASX Listing Rules. The aim of the Continuous Disclosure policy is to keep the market fully informed of information that may have a material effect on the price or value of the Company's securities, and to correct any material mistake or misinformation in the market.

Personnel must act in accordance with the requirements of the Continuous Disclosure Policy.

16 Alcohol, drug and tobacco use

Personnel must not be impaired by alcohol or legal or illegal drugs while at work or when performing their duties and they must respect all restrictions applying to cigarette smoking.

17 Equal employment opportunity

The Company will strive to create an environment in which Personnel are able to realise their full potential.

The Company is an equal opportunity employer. Equal employment opportunity refers to employment practices that are designed to enable existing and potential employees to compete on their merits for employment, promotions and opportunities for progression, without reference to irrelevant personal characteristics.

18 Anti-discrimination, bullying and harassment

The Company's commitment to diversity and equal employment opportunity means that it is committed to providing a workplace free of all forms of unlawful discrimination and harassment.

The Company will not tolerate any form of discrimination, harassment, bullying or victimisation or other behaviour where the purpose or effect, even if unintended, is to create an offensive, hostile or intimidating work environment or which disrupts another person's ability to work.

The Company considers discrimination, harassment and bullying to be serious workplace issues. The Company seeks to promote a working environment free of these behaviours.

19 Privacy

The Company is committed to recognising and respecting the privacy of customers and employees. The Company is also aware of its obligations under applicable privacy legislation governing the handling of personal information.

The Company will only use personal information for the purposes for which it has been disclosed to the Company. The Company will only collect personal information from employees ethically and lawfully and in a manner which is not unreasonably intrusive. However, the Company may use or disclose an employee's personal information where this is necessary to prevent a serious threat to health or safety, or is required by law, or to enforce the law.

20 Community and environment

The Company is a responsible corporate citizen and actively supports the communities in which we live and work. The Company is committed to doing business in an environmentally responsible manner and to identifying environmental risks that may arise out of its operations. Personnel are expected to uphold the Company's commitment to pursue good corporate citizenship while engaging in its corporate activity.

21 Breaches of this Code of Conduct

21.1 Reporting channels

Personnel are encouraged to report to their senior officer/manager any genuine behaviour or situation which they consider to breach or potentially breach this code, the Company's policies or the law. If Personnel know of, or have good reason to suspect, an unlawful or unethical situation or consider that they are a victim of unacceptable behaviour, they must immediately report the matter to their senior officer/manager.

The Board or a committee of the Board should be informed of any material breaches of the entity's code of conduct, as they may be indicative of issues with the culture of the organisation.

21.2 Whistleblower protection

It is a breach of the Code of Conduct for any employee to cause disadvantage to or discriminate against an employee who makes a report under the Code of Conduct. The Company has adopted a Whistleblower Policy to ensure that the Company complies with its obligations under relevant whistleblower legislation.

21.3 Consequences for breaching the Code of Conduct

The Company recognises that breaches of the Code of Conduct may occur from time to time. However, it should be clearly understood that the Company takes its commitment to the Code of Conduct seriously and any breach may result in disciplinary action or other penalties including dismissal or termination of the contract or engagement. In determining an appropriate sanction, the Company will act objectively and in accordance with any applicable provisions or requirements in an employment contract.

Employees in supervisory and managerial roles must not approve or allow conduct which is in breach of this Code of Conduct. In these circumstances, disciplinary action may also be taken against the supervisor or manager.

22 Review of Policy

The policy will be reviewed regularly periodically and updated as required to ensure it remains consistent with current law and practice. The latest version of this policy can be found on the Company's website or obtained from the Company Secretary.

23 Material Revisions

Version	Approval Date	Effective Date	Details
1.0	09/02/2021	09/02/2021	Policy approved by the board.