

## CODE OF CONDUCT

### Pivotal Systems Corporation ("Company")

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#### 1. Objectives

This Code of Conduct has been established by the board of directors (**Board**) of the Company and applies to all Personnel of the Company. The Company is committed to complying with all applicable laws and regulations and to delivering strong returns and shareholder value while also promoting shareholder and general market confidence in the Company. The Company is also committed to acting ethically and responsibly in its dealings with third parties. The Code of Conduct is designed to set out the practices which are necessary to maintain confidence in the Company's integrity.

In this Code of Conduct, "**Personnel**" means a director (executive or non-executive), officer, employee, authorised representative, contractor or consultant of the Company and its subsidiaries. The objectives of this Code of Conduct are to ensure that:

- 1.1 high standards of corporate and individual behaviour are observed by all Personnel;
- 1.2 Personnel are aware of their responsibilities to the Company; and
- 1.3 all persons dealing with the Company, whether it be Personnel, shareholders, suppliers or competitors, can be guided by the stated values and practices of the Company.

Any reference to "shareholder" in this Policy includes holders of CHESSE Depository Interests, shares, options and other securities of the Company.

The Company is committed to complying with this Code of Conduct and requires all Personnel to comply with it. Personnel must comply with both the spirit as well as the letter of all laws and regulations which apply to the Company and the principles of this Code of Conduct. Further, Personnel should always use due care and diligence when fulfilling their role or representing the Company and should not engage in any conduct likely to bring discredit upon the Company.

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#### 2. Conflicts of Interest

A conflict of interest occurs when a Personnel's interests interfere, or appear to interfere, with the Company's interests. The Company expects Personnel to act honestly, with high standards of personal integrity and in good faith at all times and, in a manner which is in the best interests of the Company as a whole and that would not negatively affect the Company's reputation.

Personnel will conduct their personal activities in a manner that is lawful and avoids possible, actual or perceived conflicts of interest between the Personnel's personal interests and those of the Company. Personnel (other than directors) must promptly disclose to the CEO any actual or potential conflict of interest of which they become aware. Directors (executive and non-executive) must promptly disclose to the Board any actual or potential conflict of interest of which they become aware.

**3. Corporate Opportunities**

Personnel will not:

- 3.1 take advantage of the property or information of the Company or its customers, their position or opportunities arising from these, for personal gain or to cause detriment to the Company or its customers;
- 3.2 use the Company's assets and property (including the Company's name) or information for any purposes other than lawful purposes authorised by the Board;
- 3.3 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;
- 3.4 disclose any of the Company's information, except where disclosure is permitted or required by the Company's bylaws, law or ASX Listing Rules; or
- 3.5 offer or accept bribes, inducements, commissions or misuse company assets and resources.

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**4. Trading in Securities**

Personnel will ensure that all trading in securities, including trading in securities of the Company, is in accordance with the Company's Securities Trading Policy. The purpose of the Securities Trading Policy is to ensure compliance with the law and to minimise the scope for misunderstandings or suspicions regarding Personnel trading in securities while in possession of non-public price sensitive information.

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**5. Confidentiality**

Personnel will maintain and protect the confidentiality of the Company's information, except where disclosure is allowed by the Board or is required by law.

Personnel will not make improper use of any information acquired by virtue of being an employee, including the use of that information for personal gain or the gain of another party or in breach of a person's privacy.

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**6. Responsibilities to key stakeholders**

Personnel will always deal with shareholders, customers, suppliers, competitors and other Personnel in a manner that is lawful, diligent and fair and with honesty, integrity and respect.

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**7. Compliance with applicable laws, regulations and rules**

Personnel will always act in a manner that is compliant with all laws and regulations that apply to the Company and its operations.

Personnel will act in compliance with this Code of Conduct and the Company's other policies.

Personnel will not knowingly participate in any illegal or unethical activity.



Personnel shall report any actual or potential breaches of law, this Code of Conduct or the Company's other policies to the Company's Audit and Risk Management Committee. If ever in doubt, Personnel should seek advice immediately.

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## 8. Employment Practices

The Company aims to provide a work environment in which all Personnel can excel regardless of race, religion, age, disability, gender, sexual preference or marital status. The Company will from time to time maintain various policies relating to the workplace, including the Company's Diversity Policy. Personnel should familiarise themselves with these policies and ensure that they comply with them.

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## 9. Reporting Concerns

The Company requires all Personnel who become aware of an actual or suspected violation of this Code of Conduct to report to the Company's compliance email [compliance@pivotalsys.com](mailto:compliance@pivotalsys.com), which will automatically forward to the CEO, CFO, and Audit Committee Chair (the **Reporting Person**). The Company will ensure that Personnel are not disadvantaged in any way for reporting violations of the Code of Conduct or other unlawful or unethical conduct and that matters are dealt with promptly and fairly.

Upon receipt and investigation of a notification of an actual or suspected violation of this Code of Conduct, the Reporting Person shall escalate the complaint for further investigation or action to the Chief Executive Officer or the Chair as appropriate depending on the nature and circumstances of the reported violation.

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## 10. Compliance

The Board is responsible for monitoring compliance with this Code of Conduct. Any queries in relation to this Code of Conduct should be referred to the Company's compliance email [compliance@pivotalsys.com](mailto:compliance@pivotalsys.com)

Failure by Personnel to comply with this Code of Conduct may result in disciplinary action, including in serious cases, the termination of employment.

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## 11. Review

This Code of Conduct is subject to annual review by the Audit and Risk Management Committee.