

bodaustralia

Code of Conduct

BOD AUSTRALIA LIMITED

ABN 89 601 225 441 (the "Company")

Dated: September 2016

General terms

1. Introduction

1.1. Company's values and commitments

The Company insists on honesty and integrity in all its dealings, including its dealings with stakeholders.

Directors, Officers and Employees of the Company are expected to act in good faith, in the Company's best interest and in accordance with the policies and procedures relating to their role.

1.2. Purpose of this Code

This Code of Conduct ("**Code**") sets out the ethical standards and rules of the Company and provides a framework for how the Company will operate its business in a manner that will protect its stakeholders.

The board of directors of the Company ("**Board**") and management believe that the Company's commitment to this Code will maintain the confidence of the Company's key stakeholders.

1.3. Application of this Code

This Code applies to all directors on the Board, as well as all officers, employees, contractors, consultants and associates of the Company.

It is essential that each of you are familiar with this Code.

The Company also expects each of you to abide by all laws, and to conduct yourselves in all your dealings with or on behalf of the Company with the highest ethical and moral standards.

This Code charges all of you with the responsibility to report unethical conduct.

2. Code Rules

2.1. Conflicts of interest

Conflicts of interest should be avoided and if they occur, should be disclosed.

A conflict of interest may arise where you have a personal or commercial interest which may influence, or appear to influence, the performance of your responsibilities and duties to the Company.

2.2. Corporate opportunities and other benefits

You must not use Company property, information, your position or opportunities which arise as a result of such property, information or your position to improperly gain benefit for yourself or for another party.

2.3. Confidentiality

You must take great care to ensure the integrity and security of all of the Company's confidential information.

Confidential information is information which relates to the business affairs of the Company and its clients, customers, and suppliers. It may include the Company's business strategies, marketing and sales plans, competitive analysis, financial plans and forecasts, customer or employee information, and supplier information and pricing.

You must not access or request confidential information unless it is required for the performance of your duties. If confidential information inadvertently comes into your possession it should be returned immediately.

You must not make improper use of, or transfer or disclose confidential information to third parties other than as authorised or legally mandated.

You must keep confidential information acquired during your employment confidential, even after your employment with the Company ceases.

If you are required by any regulatory body to provide information, answer charges or face proceedings in relation to any matter arising from your employment or engagement with the Company, you are required to notify the Legal Counsel.

2.4. Privacy

You must respect and maintain the privacy of personal information held or entrusted to the Company by its clients, customers, suppliers, employees and others and comply with the Privacy Act (Cth) 1998.

All personal information of the Company's suppliers, customers, and employees is to be treated as confidential.

Personal information is information or an opinion, whether true or not, and whether recorded in material form or not, about an individual whose identity is apparent, or can reasonably be ascertained, from that information or opinion.

2.5. Fair dealing

You must treat each other and all suppliers, competitors, clients, customers and other stakeholders fairly and with respect.

The Company is committed to ensuring the health, safety and well-being of its employees, and any visitors to its premises.

2.6. No discrimination

Discrimination on the basis of gender, race, religion, colour, marital status, sexual orientation, transgender status, age, disability, personal associations, political beliefs, family responsibilities, pregnancy, membership or non membership of a trade union is not tolerated by the Company.

The Company is committed to ensuring a diverse work environment in which everyone is treated fairly and with respect and where everyone feels responsible for the reputation and performance of the Company.

2.7. Protection of and use of the Company's assets and property

You must ensure that the Company's assets are used only for authorised and legitimate business purposes. You must also ensure the protection and proper use of the Company's assets and must take prudent steps to ensure the security and appropriate use of the Company's assets.

You have an obligation to report any instances of suspected or actual theft or improper use of Company property.

2.8. Compliance with laws and regulations

You must comply with all laws and regulations relating to the Company. You must not take any action, nor allow any omission, that would breach any law or regulation. All actual or potential breaches must be immediately reported to the Legal Counsel.

2.9. Approach to disclosure and financial reporting

The Company has a Disclosure and Communication Policy which sets out the internal procedures to ensure timely and full disclosure of material to the Australian Stock Exchange (ASX).

The Company's website contains ASX and media releases, annual reports, general communications and frequently asked questions.

The Company is committed to open and transparent communication with its shareholders and stakeholders.

You must fully cooperate with, and not make any false or misleading statement to, or conceal any relevant information from, the Company's auditors.

2.10. Insider trading

Insider trading is a serious offence under the Corporations Act. Insider trading laws prohibit a person in possession of material non-public information relating to a company from dealing in any way in that company's securities.

You are prohibited from engaging in insider trading, and must not encourage another person (such as family members or business associates) from dealing in the Company's securities when they have inside information.

The Company's Trading Policy provides guidelines to assist you ensure that you do not deliberately or inadvertently breach the insider trading laws.

2.11. Observe ethical principles

You are encouraged to observe the ethical principles of fairness, honesty and truthfulness in performing your duties.

2.12. Whistleblower protection

You are encouraged to report instances of actual or suspected fraudulent or unethical behaviour.

The Company is committed to ensuring that you can raise concerns regarding unlawful, unethical or otherwise unacceptable conduct without fear of victimisation, harassment or discriminatory treatment.

3. Administration

3.1. Compliance and amendment

Employees are required to report violations of this Code. The Company's procedure provide for a staged escalation and involvement of the Managing Director and Chairman of the Company.

This Code may be amended from time to time by resolution of the Board.