

CVCheck - Code of Conduct

1 Purpose

This version of the Code of Conduct was approved and ratified by the Board of CV Check Ltd on 25 February 2021.

It applies to Directors, officers, senior executives, employees, contractors and agents of CV Check Ltd and its fully owned subsidiaries (together the entities are referred to as “CVCheck” or “the Company”).

The purpose of this Code of Conduct is to provide a framework for decisions and actions and ethical conduct. It underpins CVCheck’s commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, agents, contractors, clients and stakeholders.

The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from directors, officers, senior executives, employees, contractors and agents of CVCheck.

This Code of Conduct should be read with CVCheck’s other corporate governance policies including CVCheck’s Anti-Bribery and Corruption, Gift, Diversity, Workplace Behaviour, Social Media and Whistleblower Policies. You can request a copy of these policies from the company secretary and some are downloadable from our website <https://www.cvcheck.com/investors/>

2 Accountabilities

2.1 Directors, Officers and Senior Executives

Directors, officers and senior executives of CVCheck are committed to implementing the principles and values stated in this Code of Conduct and are responsible and accountable for:

- a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct and the Company’s values; and
- b) the effective implementation, promotion and support of the Code of Conduct throughout the Company.

2.2 Managers and Supervisors

Managers and supervisors are responsible and accountable for:

- a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct and the Company’s values;
- b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- c) ensuring employees, agents or contractors under their control understand and follow the provisions outlined in the Code of Conduct.

2.3 Employees, Agents and Contractors

All employees, agents and contractors of CVCheck are responsible for:

- a) undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct and the Company’s values;
- b) reporting suspected corrupt conduct; and

- c) reporting any departure from the Code of Conduct by themselves or others.

3 Personal and professional behaviour

When carrying out their duties every director, officer, employee, contractor and agent of the Company should:

- a) act in accordance with the CVCheck's stated values;
- b) behave honestly and with high standards of personal integrity;
- c) carry out their work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality services;
- d) operate within the law at all times;
- e) act in the best interests of the Company;
- f) act ethically and responsibly;
- g) treat fellow staff members with respect and not engage in bullying, harassment or discrimination;
- h) deal with customers and suppliers fairly;
- i) disclose and deal with any conflicts between their personal interests and their duties as a director, senior executive or employee;
- j) not take advantage of the property or information of CVCheck or its customers for personal gain or to cause detriment to the entity or its customers;
- k) not take advantage of their position or the opportunities arising therefrom for personal gain;
- l) follow the policies of the Company;
- m) act in an appropriate business-like manner when representing the Company in public forums; and
- n) report any breaches of this Code of Conduct.

4 Conflict of interest

Potential for conflict of interest arises when it is likely that a director, senior executive, employee, contractor or agent of CVCheck could be influenced, or it could be perceived that they are influenced, by a personal interest when carrying out their duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

- a) Some situations that may give rise to a conflict of interest include situations where an individual has:
 - i. a financial interest in a dealing with the Company;
 - ii. knowledge that friends or relatives have a financial interest in a dealing with the Company;
 - iii. a membership, directorship, or role in management of an outside organisation that has dealings with the Company;
 - iv. a personal relationship with someone with whom the Company is dealing which goes beyond the level of a professional working relationship;
 - v. secondary employment, business, commercial, or other activities outside of the workplace which impacts on their duty and obligations to the Company;
 - vi. access to the Company's information that can be used for personal gain;

or

- vii. an offer of an inducement that is related to the business or affairs of the Company.
- b) The individual may often be the only person aware of the potential for conflict. It is the individual's responsibility to avoid any conflict from arising that could compromise their ability to perform their duties impartially. The individual must report any potential or actual conflicts of interest to their manager, or to the Chief Executive Officer, or (in the case of a director) to the Board.
- c) If an individual is uncertain whether a conflict exists, they should, in the first instance, discuss that matter with their manager and attempt to resolve any conflicts that may exist.
- d) CVCheck directors, officers, senior executives, employees, contractors and agents must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported immediately.

5 Public and media comment

- a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community, provided that their conduct does not reflect or impact on CVCheck or CVCheck's personnel. The Company's workplace behaviour policy extends to any situations where an individual may reasonably be understood to be representing CVCheck, or where that person's behaviour may impact on, or affect, employees in the workplace. Accordingly, some use of social media (or statements in other media) outside of the workplace may trigger the application of CVCheck's workplace behaviour policy under one or other of those tests.
- b) Directors, officers, senior executives, employees, contractors and agents of each Company must not make official comment on matters relating to the Company unless they are:
 - i. authorised to do so by the Chief Executive Officer; or
 - ii. giving evidence in court; or
 - iii. otherwise authorised or required to by law.
- c) Employees must not release unpublished or privileged information unless they have the authority to do so from the Chief Executive Officer.
- d) The above restrictions apply except where prohibited by law, or in accordance with CVCheck's Whistleblowing Policy.

6 Use of company resources

Requests to use Company resources outside core business purposes should be referred for approval, in the case of:

- a director, to the Board;
- the Chief Executive Officer, to the Chair of the Board;
- officers, senior executives or senior management to the Chief Executive Officer or immediate reporting manager; and
- employee, contractor or agents to immediate reporting manager, Chief Operating Officer or Chief Executive Officer.

If authorisation is given to use Company resources outside core business purposes each person must take responsibility for maintaining, replacing, and safeguarding the property and following any special directions or conditions that apply.

Any person using Company resources without obtaining prior approval could face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

7 Security of information

Directors, officers, employees, contractors and agents are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended.

Each person is responsible to ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons and may result in disciplinary action (including termination) and/or criminal action.

8 Intellectual property/copyright

Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, and inventions and is valuable to the Company.

The Company is the owner of intellectual property created by employees in the course of their employment unless a specific prior agreement has been made. Employees must obtain written permission to use any such intellectual property from the Company Secretary or General Counsel of before making any use of that property for purposes other than as required in their role as employee.

9 Discrimination and harassment

Directors, officers, employees, contractors and agents of the Company must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, homosexuality or transgender. Further details on the expected standard of behaviour is set out in the Company's Diversity Policy and Workplace Behaviour Policy.

Such harassment or discrimination may constitute an offence under legislation. Managers should understand and apply the principles of Equal Employment Opportunity.

10 Corrupt conduct

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

- a) official misconduct;
- b) bribery and blackmail;
- c) unauthorised use of confidential information;
- d) fraud; and
- e) theft.

Corrupt conduct will not be tolerated. Disciplinary action up to and including dismissal will be taken in the event of any person participating in corrupt conduct.

11 Occupational health and safety

It is the responsibility of all directors, officers, employees, contractors and agents to act in

accordance with occupational health and safety legislation, regulations and policies applicable and to use security and safety equipment provided.

Specifically, all directors, officers, employees, contractors and agents are responsible for safety in their work area by:

- a) following the safety and security directives of management;
- b) advising management of areas where there is potential problem in safety and reporting suspicious occurrences; and
- c) minimising risks in the workplace.

12 Legislation

It is essential that all directors, officers, employees, contractors and agents comply with the laws and regulations of the countries in which the Company and its subsidiaries operate. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to management.

13 Fair Dealing

The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each officer, employee, contractor and agent should endeavour to deal fairly with the Company's suppliers, customers and other employees.

14 Insider trading

All directors, officers, employees, contractors and agents in the Company must observe "CVCheck's Trading Policy". In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, there are black out periods when directors, management and employees cannot buy or sell the Company's securities.

15 Responsibilities to investors

The Company strives for full, fair and accurate disclosure of financial and other information on a timely basis.

16 Breaches of the Code of Conduct

Any breaches of this Code of Conduct will be taken seriously and may result in disciplinary action, including termination of employment.

Officers, employees, contractors and agents should also note that breaches of certain sections of this Code of Conduct may be punishable under legislation.

17 Reporting matters of concern

Officers, employees, contractors and agents are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Chief Executive Officer, Chief Compliance Officer or General Counsel, without fear of retribution.

Alternatively, if you wish, you can follow the reporting procedure set out in the Company's Whistleblower Policy.

18 Review and Publication of this Policy

The Board will review this Policy regularly to check that it is operating effectively and whether any changes are required. The Board may, in its discretion, adjust or exclude a specific requirement of this Policy from time to time, either generally or on a case by case basis. This Policy may be amended, ceased or replaced, by resolution of the Board.