



**COMPANY ETHICS
AND
CODE OF CONDUCT**

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INTRODUCTION TO OUR COMPANY ETHICS AND CODE OF CONDUCT

GETTING TO KNOW OUR CODE OF CONDUCT

While working at Harradynamics, we are all expected to perform our work with integrity, honesty and purpose.

These principles are reflected in this Code of Ethics and Business Conduct (our “Code”). Our Code, as well as other Harradynamics policies and procedures, should be followed at all times, wherever we do business or interact with the public. Our Code is a guide for making sound decisions in complex situations. It provides information, support and resources to help us act ethically and comply with the laws and regulations that affect our business.

Our conduct is the foundation of our reputation, and our individual business decisions help us to maintain the trust we have built with our clients and other stakeholders. For this reason, we have a continuing responsibility to understand and comply with our Code and other Company policies, and seek guidance where appropriate.

Harradynamics encourages us to report violations that we observe. This is an important dimension of accountability. If you are ever unsure whether an action or decision is ethical and acceptable under our Code, ask yourself:

- Am I adhering to the spirit and meaning of all applicable laws, regulations and our Code and Company policies?
- Do my actions reflect the highest standards of honesty, integrity and accountability?
- Is my decision responsible and in furtherance of long- and short-term Company goals?
- Are my actions explainable and justifiable to my colleagues, managers, senior management, clients and other stakeholders?

If the answer to any of the above questions is not a resounding “Yes,” you should reconsider your proposed course of action and seek guidance. Similarly, if the answer to any of the below questions is other than a resounding “No,” you should stop immediately.

- Would I be embarrassed if my actions were reported publicly?
- Would Harradynamics suffer any potentially negative consequences due to my actions?

SCOPE OF OUR CODE

Harradynamics reputation and continued success depend on our integrity and accountability, as individuals and as an institution. For this reason, our Code applies to all of us, including all Harradynamics employees, officers and outside directors (collectively known as “personnel”). Our Company also expects all agents, vendors, contractors, consultants, business partners and all third-party representatives to uphold similar standards when working with our clients and representing our Company around the world. In short, we must all live up to the ethical standards outlined in our Code.

COMPLYING WITH OUR CODE, LAWS AND REGULATIONS

Harradynamics conducts business in many countries throughout the world. As a global organisation, we must know and follow the laws and regulations that apply to our work in all locations where we operate. Because we are a private company based in Australia, Australian laws govern our business operations and conduct. However, the global reach of our business means we are subject to the laws of other countries as well. If you ever have a question about which legal standard to follow, seek guidance from Harradynamics Legal department before taking action. Harradynamics will use all reasonable means to prevent and immediately halt the occurrence of conduct that violates our Code. Anyone who directly or indirectly performs, facilitates, condones or approves of any illegal or unethical conduct will be subject to disciplinary measures, consistent with applicable laws and regulations.

OUR RESPONSIBILITIES UNDER THE CODE

UNDERSTANDING OUR SHARED RESPONSIBILITIES

We are all expected to read, understand, stay apprised of and comply with our Code, all other Company policies, and all applicable laws and regulations. Keep in mind that this Code reflects general principles to guide us in making ethical decisions. It is not intended to address every situation that may arise. In situations where customary conduct is at odds with our Code, other Company policies or applicable local laws or regulations, we must comply with the more stringent standard. Any violation of law or regulations will also be considered a violation of our Code. If you have questions, or if you are unsure of which rule to follow, you may seek guidance from your manager, segment or region leader, the Chief Risk & Compliance Officer. For your convenience, the Code contains references to many, but not all, policies that are available on our Company's website. In addition to asking questions, we should all refer to these resources for additional guidance.

ACCEPTING ADDITIONAL RESPONSIBILITIES AS MANAGERS

Holding a management position at Harradynamics means accepting an additional set of responsibilities. Our managers, at all levels, are expected to demonstrate a strong commitment to professionalism and to lead by example.

If you are a manager, you must:

- Act as a role model to inspire ethical conduct and compliance by others.
- Ensure that all of your direct reports understand their responsibilities under this Code.
- Create an "open-door" environment where your direct reports and other Harradynamics colleagues feel comfortable asking questions or making reports.
- Encourage your colleagues to voice their opinions and concerns about Company policies and internal practices.
- When your direct reports or other colleagues raise a concern, escalate it appropriately.
- Consider professionalism and accountability to be an integral part of the performance evaluations of your direct reports.
- Supervise your direct reports to ensure compliance with this Code, other Company policies and procedures, and applicable laws and regulations. As a manager, you must also ensure that Harradynamics individuals who voice their opinion or make reports are informed of Harradynamics non-retaliation policy. Further, take appropriate action if you witness an act of retaliation or suspect one has occurred, and report such conduct immediately to your manager or Harradynamics Chief Risk & Compliance Officer.

ADDRESSING OUR QUESTIONS AND CONCERNS

SEEKING ADVICE AND MAKING REPORTS

If you become aware of an actual or potential violation of this Code, another corporate policy or any applicable law or regulation, you are strongly encouraged to report it promptly (managers are required to do so), where allowed by applicable law. Making such a report may allow Harradynamics to manage the consequences of any illegal or unethical act before it becomes a bigger issue. It can also stop a situation from escalating. In addition, timely reporting helps Harradynamics to assess the operation of its risk management programs and procedures and to prevent future misconduct.

You can ask questions or raise concerns in several ways:

- Your Manager
- Our Human Resources Department
- Our Chief Risk & Compliance Officer

- The Legal Department
- Via the web at: www.harradynamics.com.au

INVESTIGATIONS OF REPORTS

We are each expected to cooperate fully in any internal or external investigation. Our Company will treat reported information in a confidential manner to the extent permitted by local laws and consistent with good business practices, and will always uphold our commitment to our non-retaliation policy.

When making an internal report, you can also expect the following:

- Your report will be handled promptly.
- Your report will be verified for accuracy and completeness.
- You may receive follow-up communications requesting additional information. Please refrain from conducting your own investigation. Such actions could compromise the integrity of our Company's investigation. Any unauthorised investigation is strongly discouraged and may result in disciplinary action. If you are asked to participate in any investigation other than by Human Resources or the Legal Department of Harradynamics, whether internal or external, you must contact Harradynamics General Counsel immediately.

NO RETALIATION AT HARRADYNAMICS

Harradynamics strictly prohibits acts of retaliation against any person for providing information in good faith regarding any conduct that you believe constitutes a violation of law or this Code, or assisting in an investigation. Acting in "good faith" means that you come forward with all of the information you have and believe you are giving a sincere and complete report. In other words, it does not matter whether your report turns out to be true, as long as you deliver it honestly. An individual who makes a report in bad faith, or who retaliates against a person for making a report or participating in an investigation in good faith, may be subject to disciplinary action, up to and including termination, as local law permits. Anyone making a report in bad faith may also be subject to disciplinary action, as local law permits.

NOTICE OF WHISTLEBLOWER RIGHTS OF EMPLOYEES

Nothing in this Code of Conduct or other Harradynamics policies;

1. prohibits an employee from making reports, charges or complaints of possible violations of law or regulations to a government agency in accordance with any applicable legal whistle-blower protection law, even if doing so would require an employee to share confidential or other proprietary information of the Company;
2. prevents an employee from making truthful statements to any such government agency in response to legal process, required governmental testimony or filings, or administrative or arbitral proceedings;
3. prohibits an employee from collecting any financial incentives in connection with any of the foregoing activities; or
4. requires notification to, or prior approval by Harradynamics or its affiliates in connection with any of the foregoing activities.

CONSEQUENCES

Violations of our Code, policies or the law may carry serious consequences for the individuals involved and our Company. Those engaging in unethical or illegal behaviour, or who otherwise violate our Code and policies, and those who direct, condone, approve or facilitate such behaviour, may be subject to disciplinary action, up to and including termination, subject to local laws. Furthermore, such behaviour places all of us at risk of damaged reputation, hinders our professional prospects, and may subject us—as individuals and as an institution—to fines and civil or criminal liability.

RESPECT FOR OUR COLLEAGUES

DIVERSITY

For our Company to succeed as a global professional services firm, we must strive to reflect the diversity of the communities in which we operate. That means we must maintain a workplace atmosphere that attracts, develops and retains people from various backgrounds. If we do not treat one another with respect, we will not maintain a comfortable and professional atmosphere. Our professionalism is vital to building our Company's reputation and retaining our diverse talent base. Together, we must strive to create a workplace that is free from discrimination and harassment.

EQUAL OPPORTUNITY AND NONDISCRIMINATION

Discriminating against someone for his or her traits is a violation of our Code, Company policies and, in some cases, the law. Such actions have no place within Harradynamics. Harradynamics does not discriminate against others on the basis of race, colour, gender, age, sexual orientation or identity, national origin, ethnicity, religion, marital status, pregnancy, physical or mental disability or veteran status. Our Company makes employment-related decisions based on merit. To be clear, "employment-related decisions" include those involving the hiring, placement, promotion, demotion, transfer, training, compensation, benefits and termination of personnel.

See also your applicable Employee Handbook.

HARASSMENT

In addition, our Company does not tolerate harassment. Harassment can take many forms, including verbal remarks, physical advances or visual displays, and may come from colleagues, managers, vendors, contractors or clients. The legal definition of harassment may vary depending on where we are doing business, but such behaviour always has the purpose or effect of creating an intimidating, offensive or demeaning environment for another person. It is a form of discrimination and, as such, has no place at Harradynamics. It is important to note that harassment can be sexual or non-sexual in nature.

Sexual harassment may include:

- Unwanted advances
- Inappropriate touching
- Sexually suggestive comments or jokes
- Requests for sexual favours
- Inappropriate comments about another's appearance

Non-sexual harassment may include:

- Offensive comments
- Jokes or pictures related to race, religion, ethnicity, gender or age

In order to keep harassment out of our workplace, we must be sure that our comments and actions are appropriate and respectful. If you feel that you have experienced or observed any discriminatory or harassing behaviour, you are encouraged to disclose the situation to the Chief Human Resources Officer, your manager, or Harradynamics General Counsel, immediately.

WORKPLACE RELATIONSHIPS

A consenting romantic or sexual relationship between a supervisor/manager and an employee, between two colleagues or between a client and employee may lead to complications and difficulties for all concerned: the individuals involved, the Company and any client affected by this relationship. Any such relationship, therefore, may be contrary to the best interests of the Company. Accordingly, the Company strongly discourages such relationships and any conduct (such as dating between a supervisor/ manager and employee or a client and

an employee) that may reasonably be expected to lead to a romantic or sexual relationship. Should such a relationship arise, you may be required to report or disclose it. Please consult your Employee Handbook for instructions.

UPHOLDING HUMAN RIGHTS

As part of our commitment to our global community, we uphold individual human rights in all of our operations and we oppose the use of modern slavery in all forms. This means, in part, that we provide reasonable working hours and fair wages for those who work on our behalf. Harradynamics has a zero-tolerance policy for the use of child or forced labour, or human trafficking practices. Further, we will not knowingly do business with subcontractors, business partners or vendors who violate these practices. Harradynamics could be held accountable for the conduct of these individuals and entities. Therefore, if you have reason to believe any third party is engaging in any of the above practices, report the misconduct immediately. For more information, contact Harradynamics Chief Risk and Compliance Officer.

With respect to labour and employment matters, we adopt and adhere to the following principles set forth in the UN Global Compact:

- PRINCIPLE 1: Businesses should support and respect the protection of internationally proclaimed human rights.
- PRINCIPLE 2: Businesses should make sure that they are not complicit in human rights abuses.
- PRINCIPLE 3: Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining.
- PRINCIPLE 4: Businesses should uphold the elimination of all forms of forced and compulsory labour.
- PRINCIPLE 5: Businesses should uphold the effective abolition of child labour.
- PRINCIPLE 6: Businesses should uphold the elimination of discrimination in respect of employment and occupation.

SUBSTANCE ABUSE

The work we perform for Harradynamics requires us to have sharp, clear minds. Therefore, we must never report to work under the influence of drugs, alcohol or any other substance that may impair our ability to work safely and productively. Our Company prohibits the possession, use, sale, purchase or distribution of any illegal drugs or controlled substances by any employee, consultant or contractor on Company premises, during working hours or when conducting Company business. Lawfully prescribed medications are allowed to be used while at work, provided that their use does not adversely affect job performance or our safety. While Harradynamics may permit limited alcohol use at approved Company events, you must always use good judgment and exercise moderation in these situations.

VIOLENCE

Acts of threats or violence interfere with our commitment to health and safety and will never be tolerated. Any threatening behaviour, even if made in a seemingly joking manner, must be reported immediately. Also, weapons are never permitted on any Harradynamics premises. If you or someone you know is in immediate danger, call local law enforcement authorities immediately. Then, report the matter internally through normal channels. **PORNOGRAPHY** It is not permissible to possess, distribute, or view pornographic material on Harradynamics property, or use Harradynamics equipment (including computers) to obtain or view such materials. You are strongly encouraged to report the existence of pornography on the Company's systems or premises to Human Resources so that appropriate action may be taken, including notification of the proper authorities.

SERVING OUR CLIENTS AND BUSINESS PARTNERS

PROVIDING CONSISTENT, QUALITY SERVICES

At Harradynamics we compete effectively and with enthusiasm. There is no room for unfair or unethical business practices in what we do. We must remain honest in all of our sales, marketing, advertising and business pursuits. We must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information or any other intentional unfair practices. We must make only factual and truthful statements about Harradynamics and the exceptional services we offer. We should each be familiar with the marketing and advertising review procedures that apply to our work.

PROTECTING CONFIDENTIAL INFORMATION AND OBSERVING CAREFUL COMMUNICATIONS PRACTICES

COMPLYING WITH DATA PROTECTION LAWS

Many countries have unique legal requirements governing the use, disclosure and/or privacy of data and information (for example, the EU General Data Protection Regulation (“GDPR”), the U.S. Health Insurance Portability and Accountability Act (“HIPAA”), etc.). We are committed to the consistent application of data privacy and data protection laws when processing personal data. We are required to ensure that personal information is processed with due care to prevent any misuse or unauthorised access. All processing of personal data, such as, data on employees, business partners, clients and suppliers, must be in compliance with applicable data protection laws.

In addition, we are obliged to ensure that we:

- Keep confidential information safe from loss, theft, or accidental disclosure.
- Comply with all applicable data protection laws and regulations, as well as all applicable Harradynamics policies regarding data processing and data transfer.
- Implement information security safeguards designed to protect personal information.
- Collaborate with our business partner’s on ensuring data security and in investigating and responding to data protection breaches, if they occur.

More specific information about the use of data and information appear in the sections below and in other Harradynamics policies. If you are unsure of local requirements, or have other privacy-related questions, you should contact your manager, Harradynamics Chief Risk & Compliance Officer.

PROTECTING PERSONAL EMPLOYEE INFORMATION

As Harradynamics personnel, we recognize and protect the confidentiality of employee medical and personnel information. Such information must not be shared or discussed inside or outside Harradynamics, except as required by law or appropriate legal process, or in connection with an appropriate, lawful business use, or as authorised by the employee. Disclosure of such information to anyone outside Harradynamics under any other circumstances must be approved by the Legal department, or, in countries where applicable, a Data Protection Officer. Nothing in this policy is intended to or shall prohibit any non-supervisory employee from discussing the employee’s wages or terms and conditions of employment with any other individual, entity, union or governmental agency. Further, nothing in this policy is intended to or shall prohibit any conduct protected by Section 7 of the U.S. National Labour Relations Act or other applicable labour law, and an employee will not be subject to disciplinary action or other adverse employment action for engaging in such protected activity.

PRESERVING THIRD-PARTY INFORMATION

To uphold our Company’s reputation and best serve our clients, Harradynamics is committed to protecting the privacy of third-party information as vigilantly as we do our own. This means we must collect, use and safeguard client information as we would our own confidential information. We must never share the material, non-public information of our clients with a third party or any colleague who does not have a business need to know it. We must also take steps to prevent the accidental disclosure of client information. In the rare event

that such a disclosure should occur, we must follow established Company procedures for addressing the situation. Similarly, in the event of a potential data compromise incident, immediately contact Information Security, your segment or region leader and the Legal department. Never share any details about the incident with others, internally or externally, who do not have a business or legal need to know it. Many countries have unique legal requirements governing the use, disclosure and/or privacy of client information. If you are unsure of local requirements, or have other privacy-related questions, you should contact your manager, Harradynamics Chief Risk & Compliance Officer.

PROTECTING HARRADYNAMICS'S CONFIDENTIAL INFORMATION

Confidential information generated and gathered in our business is a valuable Company asset. Protecting this type of information plays a vital role in Harradynamics success, and it must be maintained in strict confidence, unless otherwise required to be disclosed by law or our Company. Our responsibility to protect proprietary and confidential information continues even after leaving Harradynamics. This means that you must return all such information in your possession upon your departure. Further, you may never disclose such information to a new employer, no matter how much time has passed since your employment with Harradynamics has ended. Refer to Protecting Intellectual Property at page 33 of this Code for additional information. To ensure that Harradynamics confidential information, including its intellectual property, is properly protected, none of us may disclose it to anyone outside of Harradynamics, except when authorised or legally required to do so (as noted elsewhere, this does not apply to discussion of your wages or the terms and conditions of employment). We also cannot discuss this information with colleagues who do not have a business need to know it. Take care not to lose, misplace or leave confidential information (or technologies containing such information) unattended. In addition, never discuss this information where those who do not have a business need to know it might overhear—such as elevators, airport terminals, trains, restaurants and Company break rooms.

PROHIBITION AGAINST TRADING ON INSIDE INFORMATION

While working on behalf of Harradynamics, we may become aware of material, non-public information about our Company, our clients or other companies. Material, non-public information (also known as “inside information”) is information about a company that is not known to the general public and that could influence a typical investor’s decision to buy, sell or hold that company’s securities. Information stops being “non-public” when it has been effectively disclosed to the public and a reasonable waiting period has passed to allow the information to be absorbed by the marketplace. Buying or selling securities of a company while you possess inside information is a criminal offense in many countries, including the U.S., and is prohibited by Company policy. This applies to stock, options, debt securities or any derivative securities of Harradynamics as well as our clients and vendors. Further, if you reveal inside information to anyone, including family or household members, and that person then buys or sells securities (or passes the information on to someone else that buys or sells securities), you may be liable for “tipping.” Harradynamics maintains extensive policies on whether and how we may trade in Company and client securities. Your business practice group may adopt additional requirements and restrictions on your personal trading due to your job responsibilities or the laws of the jurisdiction in which you are located.

COORDINATING OUR CORPORATE COMMUNICATIONS

Only authorised persons can speak as representatives of Harradynamics on matters of Company business. From time to time, we may receive inquiries from representatives in the news media, analysts or investment community regarding, among other things, our clients, our financial results, our business strategy, or issues related to employees and other matters. Unless you are specifically designated by Harradynamics to handle such requests (or unless the request concerns wages or terms and conditions of employment), you should not respond to them. Instead, forward such inquiries to the Head of Investor Relations and Corporate Communications immediately. Similarly, you should forward all information requests from any government or regulatory body to Harradynamics General Counsel immediately (you are not required to do so for requests related to wages or the terms and conditions of employment). You may also receive invitations from professional, industry, media or other groups or organisations—often referred to as “expert networks”—to consult on matters relating to Harradynamics or the industries and businesses we service. These expert networks may ask us to participate in telephone consultations, in-person meetings or educational events to benefit their clients and other parties. Participation in such activities is generally prohibited (exceptions require written pre-approval from the Chief Risk & Compliance Officer or the General Counsel).

SOCIAL MEDIA

Social media affords us many opportunities through which to engage our stakeholders. However, we may use social media, including blogs, podcasts, discussion forums, and social networks for Harradynamics related business purposes only when properly authorised, and only as long as such usage and communications comply with our Code. If you do not know whether you have been authorised to use social media for Harradynamics related purposes, contact the Head of Investor Relations. As noted elsewhere, the rules set out in this section are not intended to prohibit discussion of your wages or the terms and conditions of employment.

Limited personal use of social media is allowed, provided:

- Only approved personnel can speak for Harradynamics
- Identify yourself as a Harradynamics employee when personally participating on social networking sites if you are discussing Harradynamics business and related industry topics
- Personal recommendations are personal
- Personal use of Harradynamics equipment for social media purposes must comply with applicable policies
- Do not accept payment to blog outside of your work for Harradynamics. If you disclose confidential Company information through social media or networking sites, delete your posting immediately and report the disclosure to the Chief Information Officer, as well as the Chief Risk & Compliance Officer.

Due to the highly sensitive nature of our business and the laws that apply to our work, even seemingly harmless disclosures could prove damaging to Harradynamics or our clients. If you believe you have witnessed the inappropriate use of Harradynamics technologies or electronic communications in social media, notify your Harradynamics manager immediately.

IDENTIFYING AND DISCLOSING PERSONAL CONFLICTS OF INTEREST

All of us are responsible for acting in Harradynamics best interests at all times.

As much as possible, we must avoid situations in which our personal interests and loyalties are, or appear to be, incompatible with those of our Company or are influenced by personal gain or benefit. Situations that benefit a family member or other related third party should also be avoided. However, these situations called “conflicts of interest”, do arise on occasion. When this happens, report the conflict immediately. Reporting allows Harradynamics to mitigate any possible adverse consequences. As a rule, when acting on Harradynamics behalf, we should always put our Company’s interests ahead of our own. Exceptions to conflict of interest situations will only be granted by the express written consent of Harradynamics Chief Risk & Compliance Officer. If you have questions about any of these policies or need to discuss a potential conflict, you should consult with your manager, segment or region leader or Harradynamics Chief Risk & Compliance Officer. While it is not possible to describe every situation that could give rise to a conflict of interest, some of the more common conflict of interest situations are outlined below.

FINANCIAL INTERESTS

Our Company respects our right to manage our personal finances. However, some outside financial interests may improperly influence, or could be appear to influence, your performance at Harradynamics. This influence may arise, for example, because of the amount of an investment or the particular organisation in which you invest, such as an Harradynamics competitor, client, vendor or other business partner. Subject to other Harradynamics policies and applicable insider trading laws, investing in a client, vendor or competitor may be permissible, but you should consider carefully whether such an investment would generate the appearance of a conflict. You must disclose any such relationships before directly or indirectly investing in or conducting business with such person or entity.

OFFERING AND ACCEPTING GIFTS AND ENTERTAINMENT

Business gifts and entertainment are commonly exchanged to develop and encourage strong working relationships with our clients, vendors and other business partners. In order to avoid even the appearance of a conflict of interest, good judgment and moderation should always serve as our guides in these situations. Giving or receiving a gift or offer of entertainment is not an appropriate activity if it creates a sense of obligation, puts us in a situation where we may appear biased, or is done with the intent to influence a business decision. "Gifts" are usually goods and services, but can be defined as any item of value. For example, when the person offering a meal or entertainment is not attending the event, it is considered a gift.

We may give or accept a gift only when it meets all of the following criteria:

- Nominal or otherwise reasonable in value and not lavish
- Infrequent
- In good taste
- Unsolicited
- Not cash or a cash equivalent
- Not restricted or prohibited by the terms of any applicable contract

If you are giving the gift, make sure it comports with a client's gift policy. It is important to be certain of this before giving any gifts.

"Entertainment" includes meals and events where both the person offering and the person accepting attend, such as meals or sporting events. The entertainment should advance an Harradynamics business purpose.

Just as with gifts, we may give or accept entertainment only when it fits all of the above standards. If you are offered or are offering a gift or a form of entertainment that does not meet these guidelines, you must obtain written approval before accepting or giving it by contacting your manager or segment or region leader and Harradynamics Chief Risk & Compliance Officer. Keep in mind that the United States Foreign Corrupt Practices Act (the "FCPA"), the UK Bribery Act and other local laws and regulations govern the giving of gifts and entertainment to government officials. The UK Bribery Act and various laws in other jurisdictions also criminalise gifts and payments to private persons under certain circumstances.

OUTSIDE BUSINESS ACTIVITIES

A conflict of interest may arise if an employee engages in an outside activity that may be inconsistent with Harradynamics business interests. It is our responsibility to avoid situations in which our loyalty to Harradynamics, or availability to perform our job duties when required, could be compromised. Questions regarding outside activities should be directed to Harradynamics Chief Risk & Compliance Officer. If you are invited to participate as a member of the board of directors of a for-profit entity, you must notify the Chief Risk & Compliance Officer who will help to analyse the potential for conflict. You must also contact the Chief Risk & Compliance Officer before taking on outside employment in an area in which Harradynamics provides services or that involve the professional skills you use as an Harradynamics employee. Your participation in trade associations, professional societies, charitable institutions or quasi-government organisations on a non-compensated basis will generally not give rise to a conflict of interest. However, you should inform the Chief Risk & Compliance Officer if the activity is similar to services provided by Harradynamics or if it might be contrary to the interests of Harradynamics or its clients.

BUSINESS WITH FRIENDS AND FAMILY MEMBERS

A conflict of interest can also arise if you or your family member has a personal or financial interest in a company that is an Harradynamics client, potential client, vendor, potential vendor or competitor. A conflict may also arise if you or a family member has an interest in a transaction between or among such parties and Harradynamics, or an Harradynamics competitor. The same holds true if you have a family member or related party who works for a competitor or client. If you find yourself in such a situation, remove yourself from the process and report the situation to Harradynamics Chief Risk & Compliance Officer, as well as your supervisor right away. If you are instructed to proceed, you must not use your position to influence the decision,

negotiation or contract in a manner that could directly or indirectly benefit you or your family member/friend in any way. In addition, it is important to avoid directly or indirectly supervising family and friends. When a personal or family relationship between Harradynamics personnel exists, especially if it is also a reporting relationship, it may appear that the subordinate is receiving preferential treatment or favouritism. For this reason, you should never be placed in a position where you have direct decision-making authority over a family member, or vice versa. Our Company also discourages indirect employment relationships between family members. Remember, we must avoid even the appearance of bias. If such a situation arises, you must disclose the facts to your manager or segment or region leader promptly.

CORPORATE OPPORTUNITIES

While performing work on behalf of our Company, we each have a duty to put Harradynamics interests ahead of our own. This means never taking for yourself (or for the benefit of friends and family) opportunities that are discovered in the course of Harradynamics employment or through our connections at Harradynamics, or that are developed through the use of corporate property or information, unless Harradynamics has already been offered the opportunity and informed you that in writing that it will not pursue the opportunity.

PERSONAL USE OF CORPORATE PROPERTY AND CORPORATE INFORMATION

You should never use Harradynamics assets, property, information or position for improper personal gain, or otherwise compete with our Company. You may not divert Company property or Company personnel to work on your outside business interests. This includes using Company letterhead for personal correspondence.

COMPLYING WITH LAWS

We must comply with the laws that apply to us wherever we conduct business. Some of these laws are discussed below.

ANTI-CORRUPTION LAWS

We never use, support or promote corrupt practices in the locations where we do business. Many countries have enacted anti-corruption laws, and we abide by them wherever we work. These include the US Foreign Corrupt Practices Act ("FCPA"), the UK Bribery Act, and other laws, including laws implementing the OECD Convention Against Corruption, the United Nations Convention Against Corruption and local jurisdictional laws and regulations. These laws generally prohibit bribery of "Government Officials," and some also criminalise bribery of private persons. In general, anti-corruption laws specifically prohibit making, promising, offering or authorising any bribe or kickback in order to obtain an improper business advantage. Our Company will not tolerate any form of improper payments. Just as we cannot make improper payments on Harradynamics behalf, we also cannot engage an agent or any type of third party to make an improper payment for us. Harradynamics also prohibits "facilitating payments," which are small payments made to individual officials to expedite routine government actions.

A "bribe" or improper payment can be anything of value, including:

- Cash payments
- Charitable donations
- Loans
- Travel expenses
- Gifts and entertainment
- Other favours

In short, any payment or anything of value given with the intent—or even the apparent intent—to improperly influence decisions, obtain information, obtain or retain business, secure services or induce others to take actions favourable to Harradynamics, is bribery, and is never allowed. Anti-corruption laws are complex, and the consequences of violating these laws are severe. For this reason, you should avoid any activity that could be construed as corrupt. Keep in mind that Harradynamics has an extensive Anti-Corruption Policy, available on Harradynamics website (www.harradynamics.com.au), with which we all must be familiar and comply with

in full. Refer to this policy for more information on what constitutes a “bribe,” “kickback,” “government official” and “payment,” as well as other relevant information. You may also discuss any concerns you have relating to anti-corruption laws with Harradynamics Chief Risk & Compliance officer or the Legal Department.

ABIDING BY U.S. AND INTERNATIONAL COMPETITION LAWS

Competition laws (also called “antitrust laws” in some countries) are designed to preserve a level playing field for all businesses. As such, they promote open and fair competition and prohibit any agreement or practice that unreasonably restrains trade. Harradynamics complies with competition laws wherever we do business. In general, avoid entering into agreements relating to competitively sensitive matters (such as fixing pricing or market share) or with competitors unless you have been specifically authorised to do so by your manager or practice leader in consultation with the Legal department. Violations of competition laws may subject both the individuals involved and our Company to severe consequences. Report any questionable incident regarding competitively sensitive matters to Harradynamics Chief Risk & Compliance Officer or the Legal department immediately.

ABIDING BY ECONOMIC SANCTIONS AND ANTI-BOYCOTT LAWS

It is our Company’s policy to fully comply with:

- U.S. and other applicable laws and regulations prohibiting or restricting transactions with certain designated foreign governments, entities, persons, or end-uses, and
- U.S. anti-boycott laws.

To this end, we may not:

- Conduct any transaction involving prohibited entities or persons (e.g., those listed on various U.S. and UK Government lists – see <http://www.state.gov/strategictrade/redflags/>).
- Travel on Company business to any of the countries subject to U.S sanctions prohibiting such travel without first obtaining clearance from Harradynamics Chief Risk & Compliance Officer
- Retain a third party (e.g., agents, sales representatives, distributors, contractors) to conduct any of the above actions.

In addition, under U.S. law, we must not cooperate with any request concerning unsanctioned foreign boycotts or related restrictive trade practices. This means we cannot take any action, furnish any information or make any declaration that could be viewed as participation in an illegal foreign boycott. There are severe penalties for violation of these laws, making them all the more important to follow. Harradynamics is required to report any suspected boycott requests to the U.S. government. You should immediately notify Harradynamics Chief Risk & Compliance Officer if you suspect you have received any form of a boycott-related request for information, whether oral or written.

PREVENTING MONEY LAUNDERING AND TERRORIST FINANCING

Harradynamics is dedicated to the fight against money laundering and terrorist financing. These illicit activities have become the focus of considerable attention by governments, international organisations and law enforcement agencies around the world. This is an issue that our Company takes extremely seriously. “Money laundering” is the process by which criminal funds are moved through the financial system in order to hide all traces of their criminal origin. “Terrorist financing” refers to the use of funds that may come from legitimate or criminal sources but are destined for terrorist organisations. It is extremely important that we know and comply with all laws and regulations aimed to halt money laundering and terrorist financing. To do this, we must be vigilant and exercise good judgment when dealing with unusual or suspicious client transactions. This, of course, means never alerting an organisation or individual with whom you have a relationship of any impending or ongoing investigation against them. You also have a duty to alert Harradynamics Chief Risk & Compliance Officer or the Legal department about any situation that seems inappropriate or suspicious. If you have further questions or concerns, contact Harradynamics Chief Risk & Compliance Officer.

ABIDING BY EXPORT CONTROL LAWS

As a global company, we deliver our product offerings and services all over the world. It is therefore critical that we comply carefully with all applicable laws and regulations that regulate our international trading activity. We must understand and follow the laws relating to exports or imports from and to the U.S. and other jurisdictions. An “export” occurs when a product, service, technology or piece of information is shipped to a person in another country. An export can also occur when technology, technical information or software is provided in any way (including verbally, in the case of information) to a non-U.S. citizen located in either the U.S. or a third country. Before engaging in exporting activity, you are expected to verify the eligibility of both the location of delivery and the recipient. You also must obtain all required licenses and permits, and pay all proper duties. “Import” activity, or bringing the goods we purchase from a foreign or external source into another country, is also generally subject to various laws and regulations. Specifically, this activity may require the payment of duties and taxes, as well as the submission of certain filings.

RESPECT FOR OUR STOCKHOLDERS AND THE PUBLIC

PROTECTING OUR COMPANY AGAINST FRAUD AND THEFT

Harradynamics reputation depends on the integrity of all of our actions and dealings. In addition, we are committed to protecting Harradynamics revenue, property, and other assets. Accordingly, fraud, theft, negligence and waste are never tolerated. This includes asset theft, as well as the falsification of information and financial statement fraud. Any such conduct is considered a disciplinary offense and may result in stronger consequences. Acts of fraud may include the intentional concealment of facts with the purpose of deceiving or misleading others.

Fraud may also include:

- Misstatements arising from fraudulent financial reporting (such as improper revenue recognition, overstatement of assets or understatement of liabilities).
- Misstatements arising from misappropriation of assets (such as wire fraud, fictitious vendors).
- Expenditures and liabilities for improper purposes.
- Fraudulently obtained revenue and assets, or the avoidance of costs and expenses.
- Fraud in our fulfillment of disclosure obligations.
- Expense fraud.

Harradynamics has created a control environment intended to prevent, detect and mitigate the risk of fraud. We are encouraged to bring to the attention of the Chief Financial Officer any opportunities or motives for fraud not adequately covered by existing controls. Any concerns regarding fraud or financial irregularities should be brought to the immediate attention of the Chief Financial Officer, the Chief Risk & Compliance Officer, or the Legal department.

TRUTHFUL AND ACCURATE REPORTING

We must each do our part to make certain that the financial documents our Company discloses to the public are both accurate and honest. While it may not seem as though some of the information we generate has an impact on our Company’s financial records, we all play a role in ensuring this important duty is fulfilled. Therefore, every piece of data or information that we submit in Company records—including personnel, time and expense reports, by client and jurisdiction, and safety records—must be absolutely honest, accurate and complete. We must follow our Company’s system of internal controls and all applicable accounting requirements when recording this data. We must also submit appropriate engagement and contract documentation, at all times. In addition, we are responsible for reporting financial transactions accurately, completely, fairly, and in a timely and understandable manner. We are expected to ensure that the data we provide for the preparation of financial statements, regulatory reports and publicly-filed documents complies with all applicable accepted accounting principles, as well as Harradynamics internal control procedures and other applicable disclosure rules. Our stockholders rely on us to fulfill these duties in order to accurately reflect our Company’s operations and financial condition. Anyone who intentionally makes a materially false or misleading report, or falsifies financial information (directly or indirectly) is subject to disciplinary action to the

fullest extent allowed by law. The same is true of anyone who makes a payment or establishes an account on behalf of Harradynamics with the understanding that such payment or account will be used in a way other than as described in supporting documentation.

RECORDS MANAGEMENT AND DOCUMENT RETENTION

Managing our records is a critical component to building trust with our clients, regulators and stockholders. Such records include all electronic, emailed, imaged and paper documents created, received and maintained as evidence or information used by our Company for legal, regulatory, accounting and business purposes. Effectively managing these records allows us to meet our business needs and ensure our records are available when needed. In addition, it helps us comply with all applicable laws and regulations and preserve any relevant documents in case of litigation, audits or investigations. We all must follow the records management practices and policies and retention schedules in the locations where we operate. A “legal hold” applies to records connected with subpoenas seeking information and actual or anticipated litigation or regulatory action. You must retain and preserve (and not destroy) all records that may be responsive until you are advised how to proceed by Harradynamics Legal department. If you become aware of a subpoena or pending or threatened legal or regulatory action, or if you believe that someone has improperly concealed, altered or destroyed a record, you should report it to Harradynamics Legal department.

PROTECTING HARRADYNAMICS ASSETS AND PROPERTY

PROPER EXPENDITURES

We are all accountable for the proper expenditure of Company funds within our area of responsibility. This includes Company money spent on travel or other business expenses. Please consult Harradynamics expense reimbursement policy, or contact your manager or segment or region leader with any questions you may have.

PROTECTING INTELLECTUAL PROPERTY

You may have access to Harradynamics intellectual property (“IP”) through the course of your work. This information is considered valuable Company property, and an asset we must protect. It includes “trade secrets” data that gives Harradynamics a competitive advantage. Such confidential information could be harmful to our Company if disclosed. This includes information communicated in both written and electronic documents, as well as verbal conversations.

Some examples of trade secrets include:

- Client lists
- Terms and conditions, rates or fees offered to certain clients
- Marketing and strategic plans
- Financial data
- Pricing information and costs
- Processes
- Technological developments, including information systems and computer software IP also includes intangible property such as copyrights, patents, trademarks, design rights, logos and brands. The law protects our rights to this property as it does other forms of physical property. To the extent permissible by law, the rights to all IP created with Company materials, on Company time, at our Company’s expense or within the scope of our duties belong to Harradynamics. We must never knowingly infringe upon the intellectual property rights of others. Be especially cautious when preparing advertising or promotional materials that use the name, logo or printed materials of another company, or when operating a software program on an Harradynamics computer.

USING HARRADYNAMICS TECHNOLOGY RESOURCES

We are all responsible for properly and appropriately using Harradynamics technology resources, including the e-mail system, the Internet, and Company-issued mobile devices and computers. The technology and hardware that our Company provides to us, or gives us access to use, is Harradynamics property. Incidental personal use of such resources is allowed as long as the usage does not interfere with your job performance or the performance of any other Harradynamics employees, and would not otherwise harm the Company. Because these technology resources belong to Harradynamics, subject to applicable law, you should not have any expectation of privacy while they are assigned to your care, even for personal use. This includes e-mail and instant messages and anything you create, store, send or receive on the technology resources. While our Company does not actively monitor our personal communications, it may access e-mails and other personal information as local laws permit. Harradynamics may also monitor the use of its technologies to the extent allowed by law.

As a rule, when using any Company technology resources, we should always conduct ourselves professionally and courteously. In addition to following all discrimination and harassment policies, we may not use the technology resources to solicit for religious or political causes, commercial enterprises, outside organisations or other activities that are unrelated to our responsibilities at Harradynamics. E-mail and other electronic communications generated on Harradynamics computer networks are subject to discovery in litigation or a regulatory inquiry, as applicable local laws provide. We should exercise due care and common sense in all of our electronic communications.

Violation of these policies may be grounds for discipline, including possible termination, as local laws permit. Additional questions about the appropriate use of the Harradynamics technology resources should be directed to your manager or the enterprise information security and privacy team.

OUR ROLE IN THE COMMUNITY

CHARITABLE CONTRIBUTIONS

We have the power to make a positive difference in the communities where we live and work through our volunteer and charitable activities. While we are encouraged to support our communities by making personal charitable contributions, if you wish to give on behalf of Harradynamics, you must never do so in an effort to improperly gain or retain a business advantage. You must also obtain all proper approvals prior to making a donation on behalf of Harradynamics. For more information on the proper procedures for donations and obtaining approval, consult the "Donations to Charities" section of the Anti-Corruption Policy, your practice leader or Harradynamics Chief Risk & Compliance Officer.

POLITICAL CONTRIBUTIONS AND CAMPAIGNING

As employees, we may participate in the political process on our own time and in compliance with local laws. However, these activities are subject to many rules around the world. Therefore, no Company funds, assets, services, time, equipment or facilities may be contributed, whether directly or indirectly, to any politician, candidate for political office, political party, political action committee or political cause without the prior written approval of Harradynamics Chief Executive Officer. This applies to resources that may even appear to be an endorsement or contribution. This policy also applies regardless of whether you think that the laws of a particular country allow your activities. You should direct any questions to Harradynamics Chief Risk & Compliance Officer.

LOBBYING

Lobbying activities may require disclosure and may be subject to specific rules. The term "lobbying" covers many kinds of activity.

You may be engaged in lobbying if your work involves:

- Contacts with legislators, regulators, executive branch officials or their staffs
- Communications with government officials

- Efforts to influence legislative or administrative action
- Providing gifts or entertainment to government officials

If you intend to engage in lobbying work on behalf of Harradynamics or its subsidiaries, as opposed to a client engagement within and subject to internal procedures of your practice, you must discuss any such activities with Harradynamics Chief Risk & Compliance Officer.

EMPLOYING SUSTAINABLE PRACTICES

We demonstrate our dedication to the communities where we work by considering the environment in all of our business activities. We aim to act as environmental stewards when conducting business on our Company's behalf. This means that we must comply with all applicable environmental laws and regulations, as well as any guidelines set forth by our Company. We show our respect for the environment by striving to minimise any environmental hazards, conserve and protect natural resources, and manage our use of energy and other resources responsibly.

WAIVERS AND AMENDMENTS OF OUR CODE

Our Code and other policies apply equally to all employees, officers and directors of Harradynamics.

As such, waivers of our Code for executive officers or directors are made only in extremely limited circumstances. Waivers for officers and non-employee directors of Harradynamics must be approved in advance by the Board of Directors or a Committee of the Board that has been delegated that authority, and then promptly disclosed to stockholders as required by applicable SEC rules and regulations and the law.

Only the Chief Executive Officer of Harradynamics may grant waivers to other Harradynamics employees.