Code of conduct for directors and senior executives

Knosys Limited ACN 604 777 862 (**Company**)

Code of conduct for directors and senior executives

1. Introduction

1.1 This code of conduct applies to:

(a) the directors of Knosys Limited (**Company**) including the managing director;

(b) the chief executive officer and chief financial officer of the Company; and

(c) any other employee or officer of the Company and its related bodies corporate (**Group**) who has the opportunity to materially influence the integrity, strategy and operation of the business and financial performance of the Group.

1.2 In this code of conduct, Senior Executive includes the chief executive officer and chief financial officer and any person referred to paragraph 1.1(c).

2. Purpose

2.1 As well as the legal and equitable duties owed by directors and Senior Executives, the purpose of this code of conduct is to:

(a) articulate the high standards of honest integrity, ethical and law-abiding behaviour expected of directors and Senior Executives;

(b) encourage the observance of those standards to protect and promote the interests of shareholders and other stakeholders (including employees, customers, suppliers and creditors);

(c) guide directors and Senior Executives as to the practices thought necessary to maintain confidence in the Group's integrity; and

(d) set out the responsibility and accountability of directors and Senior Executives to report and investigate any reported violations of this code or unethical or unlawful behaviour.

3. Honesty and integrity

The Company expects each director and Senior Executive to:

(a) observe the highest standards of honesty, integrity and ethical and law-abiding behaviour when:

(i) performing their duties; and

(ii) dealing with any officer, employee, shareholder, customer, supplier, auditor, lawyer and other adviser of the Group; and

(b) foster a culture of honesty, integrity and ethical and law-abiding behaviour among other officers and employees.

4. Conflicts of interest or duty

4.1 Each director and Senior Executive must be aware of potential conflicts between (directly or indirectly):

(a) on the one hand:

(i) the interests of the Group; or

(ii) their duties to the Group; and

(b) on the other hand:

(i) their personal or external business interests; or

(ii) their duties to any third party.

4.2 Each director and Senior Executive must avoid placing himself or herself in a position that may lead to:

(a) an actual or a potential conflict of interest or duty; or

(b) a reasonable perception of an actual or potential conflict of interest or duty.

4.3 Each director and Senior Executive must:

(a) fully and frankly inform the board of any personal or external business interest that may lead to:

(i) an actual or potential conflict of interest or duty; or

(ii) a reasonable perception of an actual or a potential conflict of interest of duty; and

(b) obtain and follow independent legal advice to avoid or resolve any actual, potential or perceived conflict of interest or duty.

4.4 Each director must:

(a) leave the room when the board considers any matter in which the director has or may have a conflict of interest or duty; and

(b) comply with the *Corporations Act 2001* (Cth) and the Company's constitution in relation to the disclosing material personal interests and restrictions on voting by directors.

4.5 Each non-executive director must inform the chairperson of the board of:

(a) any existing directorship or other office held by the director in another entity outside the Group; and

(b) any proposed appointment as a director or Senior Executive of another entity outside the Group before accepting the appointment.

5. Corporate opportunities

5.1 A director or Senior Executive must not improperly use their position, property or information acquired through their position for personal gain or gain of an associate or to compete with or harm the Group.

5.2 A director or Senior Executive may not use the word 'Knosys', (or any similar word) or any other business name or trademark used by the Group for a personal or external business transaction.

5.3 Each director and Senior Executive must keep their personal or external business dealings separate from the Group's business dealings.

5.4 A director or Senior Executive must only use goods, services and facilities received from the Group in accordance with the terms on which they are given.

5.5 A director or Senior Executive must not accept any improper gift from the Group's existing or potential customers or suppliers.

6. Confidentiality

6.1 Any information acquired by a director or Senior Executive while performing their duties is confidential information of the Group and must be kept confidential. A director must not disclose the information to a third party except where that disclosure is:

(a) authorised by the board; or

(b) required by law or a regulatory body (including a relevant stock exchange).

6.2 The existence and details of any board and management information, discussions, and decisions that are not publicly known and have not been approved by the board for public release, are confidential information of the Group and subject to paragraph 6.1.

6.3 Each director's and Senior Executive's obligations of confidentiality continue after he or she leaves the Group.

7. Fair dealing

7.1 The Company expects each director and Senior Executive to:

(a) deal fairly with any officer, employee, shareholder, customer, supplier, competitor, auditor, lawyer or other adviser of the Group; and

(b) encourage other employees and officers to do the same.

7.2 A director or Senior Executive must not take unfair advantage of any officer, employee, customer, supplier, competitor, auditor, lawyer or other adviser of the Group through illegal conduct, manipulation, undue influence, concealment, abuse of confidential information, misrepresentation of material facts, or any other unfair-dealing practice.

8. Protection and proper use of assets

8.1 The Company expects each director and Senior Executive to use all reasonable endeavours to protect any Group asset and to ensure its efficient use.

8.2 A director or Senior Executive may only use a Group asset (for example, a product, vehicle, computer or money) for legitimate business purposes or other purposes approved by the board.

8.3 Each director and Senior Executive must immediately report any suspected fraud or theft of a Group asset for investigation.

9. Compliance with laws, regulations, policies and procedures

Each director and Senior Executive must:

(a) comply with the letter and spirit of any applicable law, rule or regulation;

(b) comply with the protocols, policies and procedures of the Group; and

(c) encourage other officers and employees to do the same.

10. Reporting of unlawful and unethical behaviour

10.1 The Company expects each director and Senior Executive to:

(a) report promptly and in good faith any actual or suspected violation by an officer or employee of the standards, requirements or expectations set out in this code of conduct or the corporate code of conduct; and

(b) encourage other officers or employees to do the same.

10.2 A director or Senior Executive may use their own judgment in deciding to whom to report any violation or behaviour referred to in paragraph 10.1, however:

(a) directors are encouraged to report to the chairperson of the board or another director; and

(b) Senior Executives are encouraged to report to their immediate supervisor, the chief executive officer or the chairperson of the board.

Other employees and officers are encouraged to report to their immediate supervisor or to the chief executive officer.

10.3 If an employee or officer reports, in good faith, any violation or behaviour referred to in paragraph 10.2, each director and Senior Executive must ensure:

(a) the reporting person's position is protected;

(b) the reporting person's identity is only disclosed with their consent, except where disclosure is required by law; and

(c) no disciplinary, discriminatory or other adverse action is taken or tolerated against the reporting person for reporting the violation.

10.4 A director or Senior Executive who receives a report of any violation or behaviour referred to in paragraph 10.2 must ensure:

(a) the alleged violation or behaviour is thoroughly investigated;

(b) rules of natural justice are observed in the investigation; and

(c) appropriate disciplinary action is taken if the allegation is substantiated.

11. Approved and adopted

This code has been approved and adopted by the Board. The Board may change this code from time to time by resolution.

KNOSYS LIMITED
30 June 2026