

CODE OF CONDUCT

COMOPS
LIMITED

COMOPS LIMITED

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PERSONAL COMMITMENT

I acknowledge that I have read the ComOps Limited [ComOps] Code of Conduct and understand my obligations as an employee, or other representative of ComOps, to comply with the principles, policies and laws outlined in the Code, including any amendments made by ComOps.

I understand that my agreement to comply with the Code of Conduct neither constitutes nor should be construed to constitute either a contract of employment for a definite term or a guarantee of continued employment.

Name (printed):

Date:

Signature:

This signed and completed form must be returned to your manager.

Failure to do so won't affect the applicability of this Code of Conduct or any of its provisions to you.

INTRODUCTION

The Board of Directors of ComOps Limited has adopted this Code of Conduct (the “Code”) in accordance with the requirements of the Australian Stock Exchange (ASX) and the Australian Securities and Investment Commission (ASIC). The purpose of the Code is to:

- Promote honest and ethical conduct, including fair dealing and the proactive evaluation and handling of actual and apparent conflicts of interest;
- Promote full, fair, accurate, timely and understandable disclosure in reports and documents that are filed with, or submitted to the ASX, ASIC and in other public communications;
- Ensure compliance with applicable laws and governmental rules and regulations;
- Ensure the protection of the Company’s business interests, including corporate opportunities, assets and confidential information; and
- Encourage reporting of illegal and unethical behaviour, and deter wrong doing.

APPLICABLE TO ALL EMPLOYEES AND REPRESENTATIVES OF COMOPS

This Code of Conduct applies to ComOps Limited, its subsidiaries and affiliates (“ComOps” or “the Company”) and to all ComOps representatives, including its directors, employees, temporary workers, independent contractors and consultants. It is each individual’s responsibility to become familiar with these policies and any supplemental policies applicable to the individual’s respective business unit.

ComOps expects all of its representatives to act in accordance with the highest standards of personal and professional integrity in all aspects of their activities and to comply with all applicable laws, regulations and company policies. Individuals must never compromise that integrity, either for personal benefit or for ComOps’ purported benefit.

In accepting a position with ComOps or any of its subsidiaries, each individual becomes accountable for compliance with the law, with this Code of Conduct and with the policies of the company and its respective business units.

If you have any questions about these policies or about any supplemental policies, you should discuss them with your supervisor, the head of your business unit or one of the Compliance Officers listed at the back of this code.

If there appears to be a conflict between this Code and local laws, or if you have questions regarding the interpretation of applicable laws, you should contact one of the people identified above.

If a law conflicts with the Code, the Company will follow the law. If a local custom or practice conflicts with this Code, the Company will follow the Code.

Any waiver of this Code for employees, executive officers or directors may be made only by the Board of Directors and must be disclosed promptly.

ComOps expects each representative of the Company to act in full compliance with the policies set forth in this Code and in a manner consistent with the highest ethical standards. Failure to observe these policies may result in disciplinary action, up to and including immediate termination of employment or other relationship with ComOps.

Furthermore, violations of this Code may also be violations of the law and may result in civil or criminal penalties for you, your supervisors and/or ComOps.

The Code affirms the Company’s position concerning compliance with laws and adherence to ethical business practices, and can be found on ComOps’ website at <http://www.comops.com.au>.

This Code does not cover all laws or company policies.

This Code may be updated at any time at the sole discretion of the ComOps Board of Directors. Any change to this Code shall be promptly disclosed to the public on ComOps’ website.

All directors, officers and employees of the Company are expected to be familiar with the Code and to adhere to those principles and procedures set forth in the Code.

This Code of Conduct neither constitutes, nor should be construed to constitute, a contract of employment for a definite term or a guarantee of continued employment.

CODE OF CONDUCT

The ComOps Code of Conduct outlines the principles, policies and laws that govern the activities of the company, and to which our employees and others who work with, or represent us directly or indirectly, must adhere. All employees and representatives of ComOps, its subsidiaries and their affiliates (“ComOps”) are required to read and follow the ComOps Code of Conduct.

1. HONEST AND ETHICAL CONDUCT

The Code outlines the expected behaviours of employees and supplements your Employment Contract. The Code itself is not intended in any way to constitute a contract of employment.

Each director, officer and employee agrees to the following:

1.1 Conduct themselves with integrity:

- Use their best abilities and knowledge to perform their assigned duties.
- Uphold the reputation and good will of ComOps.
- Use ComOps information, equipment and facilities and financial resources properly and economically for the purpose they are provided for.
- Act within their level of authority and maintain accountability.

1.2 Perform their duties diligently and conscientiously:

- Carry out official duties to the best of their ability, faithfully and impartially in accordance with policies and procedures.
- Strive to remain at the forefront of their area of expertise.
- Act in the best interests of ComOps.
- Take action to prevent unethical practices through appropriate mechanisms.
- Ensure “public comment” is authorised and adheres to the relevant policy.
- Protect privacy and confidentiality.
- Maintain records to support effective decision-making.
- Prevent accidents and injuries in the workplace by acting in accordance with occupational health and safety laws and policies.
- Control the use of substances that may adversely affect behaviour or performance.
- Remain sober and unaffected by drugs or alcohol, and to refrain from drinking alcohol or taking drugs (other than medication prescribed by a medical practitioner) during work.

1.3 Act impartially:

- Demonstrate professional and ethical judgement.
- Give due credit to the contributions of others.
- Make decisions fairly and without bias, based on consideration of all the relevant information.
- Involve people in decisions that affect them, wherever possible.
- Encourage scholarly research, learning and teaching without favour.

1.4 Ensure equity and fairness:

- Ensure equality of opportunity for all members of ComOps.
- Behave in a professional and responsive manner.
- Meet their duty of care to members and staff and minimise difficulties resulting from the power imbalance inherent in these relationships.
- Treat others with respect, courtesy and responsiveness.
- Maintain a cooperative and collaborative approach to working relationships.
- Avoid bullying, offending, intimidations or humiliating others.
- Assist in dispute resolution and grievance processes.
- Avoid conflicts of interests.

2. CONFLICTS OF INTEREST

All employees must avoid conflicts of interest. A conflict of interest exists when an employee's personal or family activities or financial affairs adversely influence the judgment or loyalty required for the performance of one's duties to ComOps.

Staff must ensure that there are no real or apparent conflicts of interest in all matters relevant to employment, including (without limitations):

- The misuse of position or influence to further personal, sexual and financial relationships, whether with other staff, members or the community;
- Receipt of gifts or entertainment (also see further below);
- External, private work including secondary employment board memberships, working for another organisation, of conducting a business, without prior written permission of the Board of Directors.
- Misuse of financial information; and
- Contracting or other business relationship with family members or associates or any other organisation that may result in a personal benefit to the employee at ComOps expense, or that may influence the employee's decision on matters involving ComOps and the outside business organisation.

Employees involved in tendering or contracting processes must not engage in any action that may give rise to an expectation of some favoured treatment given to or received from a party involved in that tendering or contracting process.

If a staff member believes a conflict of interest exists the staff member needs to act quickly and appropriately to remove that conflict. This may include:

- Disclosing the conflict of interest with a relevant manager or person and obtaining approval to continue with involvement in the situation; and
- Withdrawing from involvement in the situation that gives rise to the conflict.

For the purpose of this provision, "outside business organisation" means any person, partnership, firm corporation or other entity that supplies (or seeks to supply) any goods or services to ComOps, or that transacts (or seeks to transact) any business which will result in payment from or to ComOps. Following is a list of actions, which constitutes either the appearance of a conflict of interest or an actual conflict of interest. The list is not intended to be comprehensive, but merely a guide to assist you in identifying situations, which may give rise to a conflict of interest:

- The use of non-public ComOps or customer information to advance an employee's personal or financial interests, or the interests, or friends, "Family" includes an employee's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, and brothers and sisters-in-law and any other person living in the employee's household;
- Ownership, either directly or through any intermediary, of any outside business organisation by employees or their family;
- Acceptance by any employee or family member from any outside business organisation of gifts of more than \$50.00 in value, of excessive entertainment or substantial favours, or of any compensation, commissions, fees or travel or lodging expenses. An employee should not provide gifts, entertainment or anything else of value to representatives of outside business organisations in violation of those organisations' policies. Any questions concerning this policy should be directed to your supervisor;
- Acceptance by any employee of an offer to serve as an officer, director, partner, consultant, employee or agent of any outside business organisation;
- Borrowing money from any outside business organisation, except loans or advances from banks or other bona fide financial institutions that are offered at prevailing commercial rates and lending standards;
- Making referrals to any outside company, business entity or person who provides goods or services of any type that are available through or from ComOps;
- Making referrals to any outside company, business entity or person to provide goods or services of any type to ComOps, if the referring person or his or her family has an interest in the referred entity, or if the referring party knows or reasonably should know that another employee or an employee's family has an interest in the referred entity; and
- Investment by any employee or family member in any outside business organisation if such investment would result in the employee or family member having the ability or opportunity to influence transactions between ComOps and the outside business organisation, or an investment in any competitor of ComOps. Passive investments in publicly traded companies shall not be deemed a violation of this section if you or your family member owns less than 5% of such companies publicly traded stock.

3. RELATED BUSINESS PARTY DEALINGS

You must notify your supervisor of any business relationship or proposed business transaction ComOps may have with any company in which you or a related party has a direct or indirect interest or from which you or a related party may derive a benefit, or where a related party member is employed, if such a relationship or transaction might give rise to the appearance of a conflict of interest (for example, if you or a family member owns or controls property of significant value that ComOps is either purchasing or leasing). This requirement generally does not apply if the interest exists solely as a result of your ownership of less than 5% of the outstanding publicly traded equity securities of such company.

4. PUBLIC DISCLOSURE

It is the Company's policy that the information in its public communications, including ASX and ASIC filings, be full, fair, accurate, timely and understandable. All directors, officers and employees who are involved in the Company's disclosure process are responsible for acting in furtherance of this policy. In particular, the Directors, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary are required to maintain familiarity with the disclosure requirements applicable to the Company.

All directors, officers and employees are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts about the Company to others, whether within or outside the Company, including the Company's independent auditors. In addition, each director, officer or employee who has a supervisory role in the Company's disclosure process has an obligation to discharge his or her responsibilities diligently and in accordance with the Company's policy on continuous disclosure.

The Chairman, Board of Directors and the Company Secretary are designated as Disclosure Officers who are responsible for reviewing potential disclosures and deciding what information should be disclosed. Only the Disclosure Officers may authorise communication on behalf of the Company to the media, analysts and investors.

5. MEDIA, PUBLISHING AND PUBLIC APPEARANCES

ComOps has issued guidelines to ensure that employees do not violate public disclosure requirements when communicating with investors, analysts or the press. To ensure compliance with these guidelines, employees should consult with the Board of Directors prior to arranging or participating in any investor or analyst meetings.

Before publishing, making speeches, giving interviews or making public appearances that are connected to ComOps' business interests, you must obtain approval from the Board of Directors.

If a publication, speech, interview or appearance might in any way be connected to your position with ComOps, you must notify the Board of Directors.

All inquiries from the media relating to ComOps should be referred to the office of the Board of Directors. Only officially designated spokespersons may provide comments for the media.

6. COMPLIANCE

It is the Company's policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each director, officer and employee to adhere to the standards and restrictions imposed by those laws, rules and regulations in the performance of his or her duties for the Company, including those relating to accounting and auditing matters and insider trading.

7. TRADING IN COMOPS SECURITIES

Employees wishing to buy or sell securities in ComOps are required to be aware that certain restrictions apply to employees trading in securities and they must comply with the Company's Security Trading Policy.

8. INSIDER TRADING

Most countries have laws prohibiting any ComOps employee from buying or selling, either directly or through an intermediary, shares (or options on such shares) in a publically traded member of the ComOps group if the employee is aware of information relating to the ComOps group that is both material and non-public (these terms are defined below). These laws also prohibit "tipping" any other person as to the existence of such material, non-public information. Violations can lead to substantial fines, penalties, damage awards and imprisonment, and to equally severe penalties for ComOps. If employees have an unfair informational advantage when buying or selling their corporation's stock, such conduct is considered securities fraud. In most countries, the primary securities regulator, enforces the insider

trading laws aggressively, and has fined and imprisoned many corporate employees, as well as persons ("tippees") who receive information tips from those employees.

If you have any doubt as to your responsibilities under these laws, before you act seek guidance from your manager or ComOps HR Manager. Do not try to resolve uncertainties on your own.

Material Information Relating To ComOps

This is information regarding ComOps or a member of the ComOps group that an investor would likely consider important in deciding whether to buy, sell or hold securities in a publically traded member of the ComOps group. The information may be positive or negative. Examples include but are not limited to:

- acquisition or merger proposals;
- tender offers;
- internal financial information which departs in any way from what the market would expect, including changes in earnings information;
- earnings, estimates or dividends;
- major contracts;
- major litigation;
- changes in senior management;
- growth and development plans; and
- research discoveries.

Non-Public Information

This is information regarding ComOps or a member of the ComOps group that has not yet been available to the public for at least one full trading day. Information is typically made available to the public through a press release or the filing of an annual report.

Material Non-Public Information of Other Companies

Insider trading laws also apply to the receipt of material, non-public information concerning other organisations. If you receive material, non-public information about a ComOps customer, supplier, acquisition candidate or any other party, you should neither disclose that information to anyone else nor trade in that organisation's securities until that information is released to the public. You should not trade in another company's securities if you believe ComOps' plans or activities will affect its value.

Special Policies for ComOps Officers

Insider trading laws apply to all ComOps employees, including all officers. ComOps officers, however, have even greater obligations and exposure under the insider trading laws because of their frequent access to material, non-public information regarding ComOps. These personnel are therefore subject to a separate memorandum directed to officers in addition to this Code.

9. CORPORATE OPPORTUNITIES

Directors, officers and employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Directors, officers and employees are prohibited from taking (or directing a third party to take) a business opportunity that is discovered through the use of Company property, information or position, unless the Company has already been offered the opportunity and turned it down. Directors, officers and employees are also prohibited from using Company property, information, or their position for personal gain, or from competing against the Company.

10. PROPRIETARY AND CONFIDENTIAL INFORMATION

Whilst working for ComOps and continuing after you cease your employment or association with ComOps, you must protect the confidentiality of non-public information you obtain or create in connection with your activities for ComOps. You must not disclose proprietary or confidential information about ComOps or its employees, or confidential information about a customer, supplier or distributor, to anyone (including other ComOps personnel) who is not authorised to receive it or has no need to know the information. The only exceptions are when such disclosure is authorised by the customer, supplier or distributor, or by applicable law (e.g., to supervisory regulators), appropriate legal process (e.g., subpoena) or appropriate ComOps authorities.

Examples of proprietary and confidential information include:

- Fraud, misappropriation, theft, embezzlement and bribery;

- any system, information or process that gives ComOps an opportunity to obtain an advantage over our competitors;
- non-public information about ComOps' operations, results, strategies and projections;
- non-public information about ComOps' business plans, business processes and client relationships;
- non-public employee information;
- non-public information received in the course of your employment about customers, suppliers and distributors; and
- non-public information about ComOps' technology, systems and proprietary products.

You must take precautionary measures to prevent unauthorised disclosure of proprietary and confidential information. Accordingly, you should also take steps to ensure that business-related paperwork and documents are produced, copied, faxed, filed, stored and discarded by means designed to minimise the risk that unauthorised persons might obtain access to proprietary or confidential information. You should also ensure that access to work areas and computers is properly controlled. You should not discuss sensitive matters or confidential information in public places such as elevators, hallways, restaurants, restrooms and public transportation.

11. PRIVACY OF CUSTOMER INFORMATION AND DATA PROTECTION

Our most important asset is our customers' trust. Keeping customer information secure and using it appropriately is therefore a top priority for all of us at ComOps. You must safeguard any confidential information our customers share with us. You must also ensure that we use customer information only for the reasons for which the information was gathered.

12. FINANCIAL STATEMENTS AND STATUTORY REPORTING

It is ComOps policy that each of the reports and documents it files with or submits to any statutory bodies, and each of the other public communications it makes ("Public Disclosures") contain full, fair, accurate, timely and understandable disclosure. To the extent not already reported, employees with such knowledge must report any of the following deficiencies ("Disclosure Deficiencies") to your supervisor:

- Financial statements that are to be included in a Public Disclosure that:
 - are not prepared in accordance with generally accepted accounting principles;
 - are not prepared in accordance with ComOps most recent accounting practices; or
 - do not fairly or accurately present the financial condition, results of operations and cash flows of the applicable division or of ComOps as a whole.
- Any untrue statement of a material fact or an omission of a material fact necessary to make the statement not misleading that is to be included in a Public Disclosure;
- Any material inadequacies in ComOps internal controls or disclosure controls;
- Any fraud, whether or not material, involving management or other employees who have a role in ComOps internal controls; and
- Any attempt to mislead, coerce, manipulate or exert improper or fraudulent influence over the Auditor of ComOps financial statements for the purpose of rendering those financial statements materially misleading.

Any ComOps employee that knowingly causes or facilitates a Disclosure Deficiency will be deemed to be in violation of this Code.

ComOps employees are each responsible for implementing this policy by maintaining accurate records and reporting Disclosure Deficiencies, as required above and to the level of expectations required in job role and descriptions. To the extent not already reported, employees with knowledge of any lawsuits, governmental investigations, material demand letters, claims, complaints, investigations or other potential material legal, regulatory or loss contingencies pending or asserted against ComOps must report such information to their supervisor immediately.

In order to ensure proper financial reporting, all ComOps sales contracts must be executed by an authorised official of ComOps and an authorised official of the customer and in accordance with any other legal sign off. All sales contracts or related documentation must contain the full and complete agreement between ComOps and the customer. Side-letters, verbal commitments or agreements, and kickbacks with customers or potential customers are prohibited.

13. ACCURACY OF RECORDS AND RECORDING

The records, data and information owned, collected, used and managed by ComOps must be accurate and complete. You are personally responsible for the integrity of the information, reports and records

under your control. Records must be maintained in sufficient detail as to reflect accurately all ComOps transactions. Financial statements must always be prepared in accordance with generally accepted accounting principles and fairly present, in all material respects, ComOps' financial condition and results. You must use common sense and observe standards of good taste regarding content and language when creating business records and other documents (such as email) that may be retained by ComOps or a third party. You should keep in mind that at a future date, ComOps or a third party may be in a position to rely on or interpret the document with the benefit of hindsight and/or the disadvantage of imperfect recollections. Individual business units have policies relevant to retention of records; records should be retained in accordance with the policies. You are prohibited from destroying any records that are potentially relevant to a violation of law or any litigation or any pending, threatened or foreseeable government investigation or proceeding. ComOps is also committed to accuracy in tax-related records, and to tax reporting in compliance with the overall intent and letter of applicable laws. Tax returns must be filed on a timely basis and taxes due paid on time.

14. PRIVACY OF EMPLOYEE INFORMATION

ComOps recognises and protects the privacy and confidentiality of employee medical and personnel records. Such records must not be shared or discussed outside ComOps, except as authorised by the employee or as required by law, rule, and regulation or a subpoena or order issued by a court of competent jurisdiction or requested by a judicial, administrative or legislative body. Requests for such records from anyone outside ComOps under any other circumstances must be approved by the Board of Directors.

15. FAIR EMPLOYMENT OPPORTUNITIES AND DIVERSITY

ComOps believes that diversity in our staff is critical to our success as a global organisation, and we seek to recruit, develop and retain the most talented people from a diverse candidate pool. Advancement at ComOps is based on talent and performance. We are fully committed to equal employment opportunity and compliance with the letter and spirit of the full range of fair employment practices and non-discrimination laws. In addition, retaliation against individuals for raising claims of discrimination or harassment is prohibited.

16. DISCRIMINATION AND HARASSMENT (BULLYING)

ComOps values a work environment where diversity is embraced, and where our employees' differences are valued and respected. We prohibit sexual or any other kind of discrimination, harassment or intimidation, whether committed by or against a supervisor, co-worker, customer, vendor or visitor.

Discrimination and harassment, whether based on a person's race, gender, gender identity or expression, colour, creed, religion, national origin, citizenship, age, disability, marital status, sexual orientation, ancestry, veteran status or socio-economic status, are repugnant and completely inconsistent with our values of providing a respectful, professional and dignified workplace.

A person is subjected to "*workplace harassment*" or "*bullying*" if the person is subjected to repeated behaviour, other than behaviour amounting to sexual harassment, by a person, including the person's employer or a co-worker or group of co-workers of the person that:

- is unwelcome and unsolicited; and
- the person considers to be offensive, intimidating, humiliating or threatening; and
- a reasonable person would consider to be offensive, humiliating, intimidating or threatening.

"*Workplace harassment*" does not include reasonable management action taken in a reasonable way by ComOps in connection with your employment.

Detailed below are examples of behaviours that may be regarded as workplace harassment if the behaviour is repeated or occurs as part of a pattern of behaviour. This is not an exhaustive list. However, it does outline some of the more common types of harassing behaviours. Examples include:

- verbally abusing a person loudly, usually when others are present;
- repeated threats of dismissal or other severe punishment for no reason;
- constant ridicule and being put down;
- leaving offensive messages on email, social media or the telephone;
- yelling, screaming or offensive language;
- sabotaging a person's work, for example, by deliberately withholding or supplying incorrect information, hiding documents or equipment, not passing on messages and getting a person into trouble in other ways;
- maliciously excluding and isolating a person from workplace activities;
- persistent and unjustified criticisms, often about petty, irrelevant or insignificant matters;

- practical jokes;
- humiliating a person through gestures, sarcasm, criticism and insults, often in front of clients, management or other workers; and
- spreading gossip or false, malicious rumours about a person with an intent to cause the person harm.

You must never use ComOps systems to transmit or receive electronic images or text of a sexual nature or containing ethnic slurs, racial epithets or any other material of a harassing, offensive or lewd nature. If you believe that you are being subjected to discrimination or harassment, or if you observe or receive a complaint regarding such behaviour, you should report it to your supervisor or senior business manager, HR manager or to a Compliance Officer (see contact information at the end of the Code of Conduct).

ComOps will promptly investigate all allegations of harassment or discrimination and will take appropriate corrective action to the fullest extent permitted by local law. Retaliation against individuals for raising claims of harassment or discrimination is prohibited.

17. DRUG-FREE WORKPLACE

To meet our responsibilities to employees, customers and investors, ComOps must maintain a healthy and productive work environment. Misusing controlled substances or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs on the job is prohibited.

18. SAFETY IN THE WORKPLACE

The safety of people in the workplace is a primary concern of ComOps. Each of us must comply with all applicable health and safety policies. We maintain compliance with all local and international laws, and internal guidelines have been developed to help maintain secure and healthy work surroundings. Questions about these laws and guidelines should be directed to your supervisor, HR Manager or to a Compliance Officer.

19. FAIR DEALING

ComOps has a policy of conducting business in an ethical manner. The Company does not seek competitive advantages through illegal or unethical business practices. Accordingly, each director, officer and employee should endeavour to deal fairly with the Company's customers, suppliers, competitors and employees. No director, officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair-dealing practice.

20. GIVING GIFTS AND PROVIDING ENTERTAINMENT

You must not give a gift if the gift could be seen by others as engaging in bribery or a consideration for an official or business favour. Persons authorised to do so may offer appropriate entertainment to customers, subject to the Company's business expense reimbursement requirements.

Under no circumstances may you offer anything of value to a government official for the purpose of influencing the recipient to take or refrain from taking any official action, or to induce the recipient to conduct business with ComOps.

21. DEALING WITH SUPPLIERS

To make the best use of ComOps' assets and to leverage our buying power with the goal of delivering value to our customers and shareholders, ComOps purchases all goods and services on the basis of price, quality, availability, terms and service. When ComOps deals with other ComOps businesses or customers, such transactions must be consistent with arm's-length market terms and applicable law. ComOps employees responsible for a customer relationship must never lead a supplier or customer to believe that they can inappropriately influence any procurement decisions at ComOps. In connection with offering or pitching business to a supplier or customer, ComOps employees may not offer any "quid pro quo" or suggest that any business or service may be withdrawn or awarded in return for business. Real or perceived conflicts of interest in the procurement process should be disclosed and avoided. Information pertaining to ComOps procurements is subject to ComOps policies regarding proprietary and confidential information. It can be shared internally only with other employees who have been designated by authorised personnel, and should not be communicated outside of ComOps except as authorised. Any communication of information regarding suppliers or vendors must comply with local governmental rules.

22. POLITICAL ACTIVITIES AND CONTRIBUTIONS

You have the right to voluntarily participate in the political process. No one in ComOps may require you to contribute to, support or oppose any political group or candidate. If you choose to participate in the political process, you must do so as an individual, not as a ComOps representative.

You may not work on a political fundraiser or other campaign activity whilst on company time or use ComOps property for these activities. Any overt, visible and partisan political activity that could cause someone to believe that your actions reflect the views or position of ComOps requires the prior approval of the Board of Directors.

In some countries political contributions may be lawful and occasionally expected as a matter of good corporate citizenship. Such contributions should be made only with the written approval of the Board of Directors and then only if such contributions are not against local law.

23. PROTECTION AND PROPER USE OF COMPANY PROPERTY

You are responsible for safeguarding the tangible and intangible assets of ComOps and its customers, suppliers and distributors that are under your control. ComOps assets may be used only for proper company purposes. Assets include cash, securities, business plans, customer information, supplier information, distributor information, intellectual property (computer programs, models and other items), physical property and services. Misappropriation of ComOps assets is a breach of your duty to ComOps and may constitute an act of fraud against ComOps. Similarly, carelessness or waste in regard to ComOps assets is also a breach of your duty to ComOps. ComOps' telephone, e-mail, voice-mail and computer systems are for business purposes. You may not use these systems in a manner that could be harmful or embarrassing to ComOps or abuse the privilege of using these systems for personal communications.

All ComOps employees are required to disclose and assign to ComOps all interest in any invention, improvement, discovery or work of authorship you make or conceive that arises out of or in connection with your employment with ComOps. If your employment is terminated, all rights to property and information generated or obtained as part of your employment relationship remain the exclusive property of ComOps. Copying, selling, using or distributing information, software and other forms of intellectual property in violation of license agreements is prohibited.

24. RAISING ETHICAL ISSUES

Maintaining ethical standards, including appropriate accounting and internal accounting controls, is the responsibility of every member of the ComOps family. Early identification and resolution of ethical issues that may arise are critical to maintaining our commitment to honest and ethical conduct.

ComOps personnel and other representatives are expected to treat compliance with ethical standards as a critical element of their responsibilities. Although this Code endeavours to address a wide range of business practices and procedures, ComOps cannot anticipate every issue that may arise. If you are unsure of what to do in any situation, you should seek additional guidance and information before you act. You should use your judgment and common sense; if something seems unethical or improper, it probably is.

If you have any questions regarding the best course of action in a particular situation, or if you suspect or become aware of a possible violation of a law, regulation or ComOps ethical standard, you should promptly contact any of the following:

- your supervisor;
- the Head of your business unit;
- a Compliance Officer; or
- the HR Manager.

Further contact information is provided at the back of this Code, including a list of Compliance Officers. You should feel free to contact either someone in your business unit or someone at the corporate level, whichever you believe is more appropriate. You may choose to remain anonymous. If you raise an ethical issue and you do not believe the issue has been addressed, you should raise it with another of the contacts listed above.

ComOps strongly encourages its personnel and other representatives to raise possible ethical issues. ComOps prohibits any retaliatory action against any individual for raising legitimate concerns or questions regarding ethics, discrimination or harassment matters or for reporting suspected violations.

25. REPORTING ETHICAL ISSUES

Directors, Compliance Officers and executive officers must ensure that the Chairman of the Audit Committee is promptly made aware of any existing or potential violations of laws, rules, regulations or this Code that are brought to their attention.

All other officers or employees must promptly notify a Compliance Officer of any existing or potential violation of laws, rules, regulations or this Code that are brought to their attention.

All reports will be investigated fully.

The Company will not tolerate retaliation, retribution or adverse employment action of any kind against employees who in good faith report suspected violations.

26. FRAUD, MISAPPROPRIATION, THEFT, EMBEZZLEMENT AND BRIBERY

Employees shall not commit, aid or assist in any fraud, misappropriation, theft, embezzlement, bribery or any similar activities. Employees who suspect or have information concerning any such wrongdoing involving ComOps, its employees, any ComOps agent or customer (including customer employees), or anyone doing business with ComOps, must promptly notify his/her supervisor. Prohibited acts include, but are not limited to:

- forgery or alteration of cheques, securities or other negotiable instruments;
- misappropriation of funds, securities or any other assets;
- improper handling or reporting of money or financial transactions;
- improper handling of corporate property, assets or information, or their use for personal gain;
- unauthorised disclosure of corporate business plans, intellectual property, trade secrets or financial information;
- destruction or unauthorised removal of records, furniture, fixtures or equipment;
- fraud for the financial benefit of the corporation, including sales misrepresentation;
- offering, making, soliciting or receiving any bribe, kickback or other unlawful payment, directly or indirectly;
- providing untruthful information to customers regarding prices, capabilities and schedules;
- violating state or foreign tax laws; and
- submitting false expense reimbursement reports.

In addition, employees must not misuse or misappropriate ComOps property or abuse the services or benefits programs available to them. ComOps assets must be used only for proper business purposes and may not be used for personal gain or to benefit persons or entities other than ComOps.

27. INVESTIGATIONS

You are required to cooperate fully with any appropriately authorised internal or external investigations, including but not limited to those involving ethical issues or complaints of discrimination or harassment. Making false statements to or otherwise misleading internal or external auditors, ComOps counsel, ComOps representatives or regulators is grounds for immediate termination of employment or other relationship with ComOps and may also be a criminal act that can result in severe penalties. You must never withhold or fail to communicate information that raises ethical questions and thus should be brought to the attention of higher levels of management. In addition, you are required to report suspected insider trading, fraud or attempted fraud, and any mysterious disappearance of funds or securities immediately. You may do so by contacting your Supervisor, Manager or any Compliance Officer of the Company.

28. TRANSACTIONS WITH GOVERNMENT

It is ComOps policy to comply with all government laws, regulations and contract provisions. Data submitted to a governmental agency must be truthful and accurate. Deviation from any contract specifications, without prior written government authorisation, is prohibited. Classified information may not be solicited or possessed without government authorisation. Employees must understand and abide by regulations prohibiting them from giving to or receiving from government personnel, directly or indirectly, any entertainment, gifts, gratuities or other business courtesies that might be acceptable in the private sector. All employees whose jobs involve business with the government must know and follow the rules applicable to their jobs. If in doubt, discuss the matter with your supervisor.

CONTACTS AND COMPLIANCE OFFICERS

Compliance Officers		
Gerry Williams Chief Executive Officer	+61 2 9923 8000	gerry.williams@comops.com.au
Christopher Brooke Chief Financial Officer & Company Secretary	+61 2 9923 8060	chris.brooke@comops.com.au
Chairman Audit Committee		
Phillip Carter Non-Executive Director		pcarter@kestrelcapital.com.au
HR Manager		
Christopher Brooke Chief Financial Officer & Company Secretary	+61 2 9923 8060	chris.brooke@comops.com.au