

Code of Conduct

1. Introduction

This code of conduct applies to all Directors, other officers including the Chief Financial Officer and the Company Secretary (**Senior Executives**) and employees of Visionflex Group Limited ACN 138 897 533 (**Visionflex Group**), (together, **Personnel**).

It is the responsibility of all Personnel to ensure that ethical conduct is recognised, valued and practiced throughout the organisation. They have an obligation to not only adhere to the code of conduct but also to report any breaches.

If you are uncertain about any aspect of this Code, you should seek clarification from the from either the Chair of The Board, Chief Financial Officer or Company Secretary.

2. Purpose

As well as outlining 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 honesty, integrity, ethical and law-abiding behaviours expected of all Personnel;
- (b) require the observance of those standards to protect and promote the interests of shareholders and other stakeholders (including employees, customers, suppliers and creditors);
- (c) guide Personnel as to the practices thought necessary to maintain confidence in Visionflex 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. Professional Behaviour

Visionflex Group expects Personnel 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 Visionflex Group;
- (b) foster a culture of honesty, integrity and accountability;
- (c) act in accordance with the Company' stated values and in the best interests of the Company; and
- (d) treat colleagues, shareholders, customers, suppliers and the community with respect and not engage in bullying, harassment or discrimination;

4. Conflicts of interest or duty

Personnel:

- (a) must be aware of potential conflicts between (directly or indirectly):
 - (i) on the one hand:
 - (A) the interests of Visionflex Group; or
 - (B) their duties to Visionflex Group; and
 - (ii) on the other hand:
 - (A) their personal or external business interests; or
 - (B) their duties to any third party.
- (b) subject to the *Corporations Act 2001* (Cth) (**Corporations Act**) and analogous common law principles, must avoid placing himself or herself in a position that may lead to:
 - (i) an actual or a potential conflict of interest or duty; or
 - (ii) a reasonable perception of an actual or potential conflict of interest or duty.
- (c) except to the extent that it is permissible to do so under the Corporations Act and analogous common law principles must:
 - (i) fully and frankly inform the board of any personal or external business interest that may lead to:
 - (A) an actual or potential conflict of interest or duty; or
 - (B) a reasonable perception of an actual or a potential conflict of interest of duty; and
 - (ii) obtain and follow independent legal advice to avoid or resolve any actual, potential or perceived conflict of interest or duty.
- (d) comply with the Corporations Act and Visionflex Group's constitution in relation to the disclosing of material personal interests and restrictions on voting by Directors.
- (e) Inform the Chair of The Board or the Chief Financial Officer or Company Secretary of:
 - (i) any existing Directorship or other office held in another entity outside Visionflex Group; and
 - (ii) any proposed appointment as a director or senior executive of another entity outside Visionflex Group before accepting the appointment.

5. Corporate opportunities

Personnel:

- (a) 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 Visionflex Group;
- (b) may not use the words "Visionflex Group" or any other business name or trademark used by Visionflex Group for a personal or external business transaction;
- (c) must keep their personal or external business dealings separate from Visionflex Group's business dealings unless and to the extent approved by the Board;

- (d) must only use goods, services and facilities received from Visionflex Group in accordance with the terms on which they are given;

6. Confidentiality

- (a) Any information acquired by any Personnel while performing their duties is confidential information of Visionflex Group and must be kept confidential. They must not disclose the information to a third party, except where that disclosure is:
 - (i) authorised by the board; or
 - (ii) required by law or a regulatory body (including a relevant stock exchange).
- (b) 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 Visionflex Group and subject to the requirements of this Code of Conduct.
- (c) Any Personnel's obligations of confidentiality continue after he or she leaves Visionflex Group.

7. Fair dealing

- (a) Visionflex Group expects Personnel to:
 - (i) deal fairly with any officer, employee, shareholder, customer, supplier, competitor, auditor, lawyer or other adviser of the Group; and
 - (ii) encourage other employees and officers to do the same.
- (b) Personnel 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.
- (c) When dealing with others, Personnel must:
 - (i) perform their duties in a professional manner;
 - (ii) act with the utmost integrity and objectivity; and
 - (iii) strive at all times to enhance the Company's reputation and performance.

8. Protection and proper use of assets

Personnel are expected to:

- (a) use all reasonable endeavours to protect any Group asset and to ensure its efficient use.
- (b) only use a Visionflex Group asset (for example, a product, vehicle, computer or money) for legitimate business purposes or other purposes approved by the board.
- (c) immediately report any suspected fraud or theft of a Visionflex Group asset for investigation.

9. Compliance with laws, regulations, policies and procedures

Personnel must:

- (a) comply with the letter and spirit of any applicable law, rule or regulation;
- (b) comply with the protocols, policies and procedures of Visionflex Group, including its

- corporate code of conduct; and
- (c) encourage other officers and employees to do the same.

10. Reporting of unlawful and unethical behaviour

- (a) Personnel are expected to:
 - (i) 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
 - (ii) encourage other officers or employees to do the same.
- (b) Personnel may use their own judgment in deciding to whom to report any violation or behaviour referred to above, however:
 - (i) Directors are encouraged to report to the Chair of The Board or another Director; and
 - (ii) Senior Executives are encouraged to report to their immediate supervisor, the Chief Executive Officer or the Chair of The Board.

Other employees and officers are encouraged to report to their immediate supervisor or to the chief executive officer or when appropriate follow the Whistleblower Policy.

- (c) The Board or a committee of the Board is to be informed of all breaches of the Code of Conduct, as they may be indicative of issues with the culture of the organisation.
- (d) If any person reports, in good faith, any violation or behaviour referred to above, each Director and Senior Executive must ensure:
 - (i) If appropriate, the reporting person's position is protected;
 - (ii) the reporting person's identity is only disclosed with their consent, except where disclosure is required by law; and
 - (iii) no disciplinary, discriminatory or other adverse action is taken or tolerated against the reporting person for reporting the violation.
- (e) Personnel who receive a report of any violation or behaviour referred to above must ensure:
 - (i) the alleged violation or behaviour is thoroughly investigated;
 - (ii) rules of natural justice are observed in the investigation; and
 - (iii) appropriate disciplinary action is taken if the allegation is substantiated.

11. Consequences of Breach

Breaches of this Code may result in disciplinary action, including termination of employment or engagement. In the case of Directors, breaches may be referred to the Board for appropriate action in accordance with the Company's Constitution and applicable law.

12. Review

The code of conduct will be reviewed at least every two years, or more frequently if required by changes in law, regulation, or the Company's operations. The latest version of this policy can be found on the Company's website or obtained from the Company Secretary.

13. Material Revisions

Version	Approval Date	Effective Date	Details
1.0	29 June 2020	29 June 2020	Code of conduct approved by the Board.
2.0	27 April 2023	27 April 2023	Code of conduct amended by the Board.
3.0	25 July 2024	25 July 2024	Code of conduct amended by the Board.
4.0	22 January 2026	22 January 2026	Code of conduct amended by the Board.