



Code of Conduct

Ready to fly...

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1. Introduction

We all share a responsibility to conduct our business with integrity, treat others with respect and work within the law. The Orbital UAV Code of Conduct (the Code) outlines our commitments and expectations regarding ethical business practices and personal conduct.

This Code is supplemented by our Values, policies and procedures, clearly expressing the Company's position and our responsibilities.

Adherence to this Code is a condition of employment, with all directors, employees and contractors of Orbital UAV required to read, understand and comply with the standards set out, regardless of their location and the nature of their role.

This Code, which will be readily accessible and communicated to all employees, will be applied with fairness and consistency necessary to maintain our good reputation and way of doing business.

1.1. Our Vision and Values

Our Values represent who we are at Orbital UAV, guiding our daily actions and interactions. They play a crucial role in building our culture and supporting the delivery of our Vision:

Superiority in UAV propulsion systems and flight critical components.

<i>Passion</i>	Our passion drives our business – it's in our DNA Persistence: You motivate others through your unwavering commitment to business success. Continual Learning: Looking after yourself by seeking out learning opportunities. Knowledge Sharing: Looking after others by sharing your knowledge.
<i>Challenge</i>	Revolutionary ideas built our Company and continue to motivate us Courage: You table your ideas whatever the audience and push your current capabilities even if it might mean failure. Challenge status quo: Challenge historical understandings and or established processes with your ideas for improvement. Creative ideas: From incremental improvements to pioneering industry solutions your creative ideas are THE foundation for success.
<i>Opportunity</i>	We stand together, take ownership and celebrate the wins Accountability: You are responsible for what happens. You can explain how your decisions impact the business. Team before self: We accomplish more working together than as individuals working alone. Your actions promote this. Promote & celebrate achievements: You know how it feels to have you or your team's efforts appreciated and recognised so you look for opportunities to pay this forward.

Acting in accordance with these Values and the expectations set out in this Code, our people are creating an organisation that is helping to shape the future of the UAV industry.

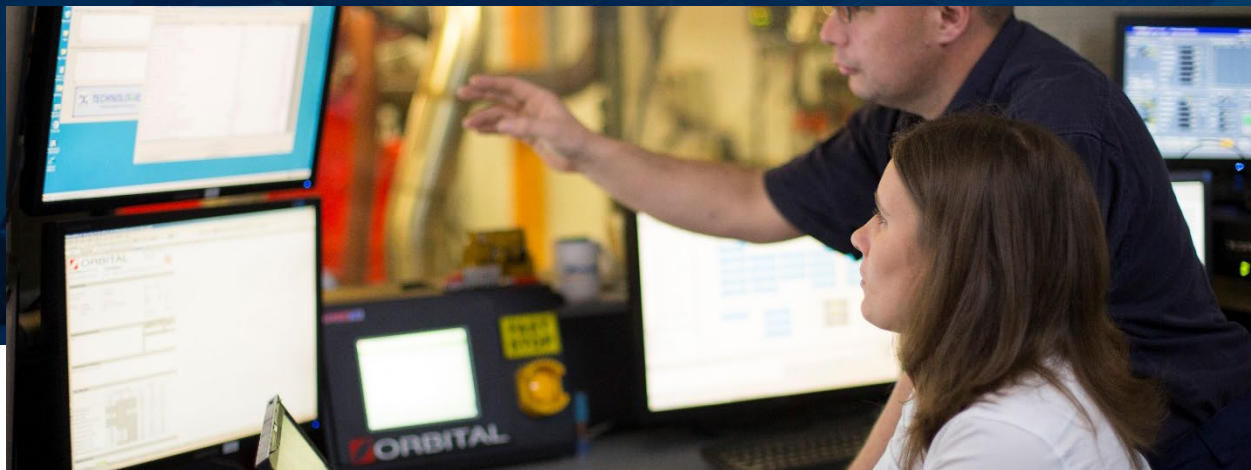
1.2. Our Personal Responsibility

We are all expected to:

- Understand, acknowledge and incorporate this Code and Orbital UAV's values into our conduct every day;
- Seek advice and guidance if we have questions regarding the content or interpretation of this Code;
- Understand the challenges that may arise in our role and how to 'do what's right'; and
- Speak up honestly and step up if we see a potential concern or if there is an opportunity to improve how we conduct our business.

2. Our People & Operations

Orbital UAV is a great place to work because of its people. Across all our operations, we promote a culture of equality, inclusion and opportunity. We are committed to providing workplaces where people can give and be their best – safe and free from any form of discrimination, harassment or inappropriate behaviour.



2.1. Equality and Inclusion

We want the best people at Orbital UAV – individuals who are capable of moving our business forward while demonstrating our values and living up to our expectations.

In accordance with our Equal Opportunity Policy, our employees are recruited, promoted, supported and developed based on merit, with no consideration given to personal attributes unrelated to role performance, including: race, gender identity, age, relationship status, physical or mental disability, criminal convictions, political conviction, sexual orientation, pregnancy, breastfeeding or family responsibilities.

We treat others how we would like to be treated ourselves – with respect, fairness and courtesy – and promote equal opportunity for all.

Our Responsibilities

- Do not engage in conduct or behaviour that constitutes discrimination, bullying, harassment or intimidation;
- Treat others with respect and avoid situations that may be perceived as inappropriate;
- Feedback, criticism and difference of opinion must be delivered in an appropriate, constructive and respectful manner;
- Do not make inappropriate jokes or comments;
- Speak up when we witness inappropriate behaviour;
- When making employment decisions, including hiring, evaluation, promotion, training, development, discipline, compensation and termination, our decisions are based solely on objective factors, including merit, qualifications, performance and our Company values.

More Information

- Diversity Policy
- Discrimination, Bullying & Harassment Policy
- Grievance & Appeal Procedure

2.2. Health, Safety, Environment (HSE)

Orbital UAV is committed to a culture of health, safety and wellbeing across our Company. We provide healthy and safe work environments and minimise the impact our operations have on the environment.

We expect all employees and contractors to be fit for work. This means that we are ready, both physically and psychologically, to perform tasks assigned competently and in a manner that does not compromise our own health and safety or that of others. Our employees will end the day in the same way they started it – safe and well. We all have a responsibility to improve employee health and safety. We do whatever we can (whatever is 'reasonably practicable') to eliminate or minimise health, safety and environmental hazards and risks occurring.

A healthy and safe workplace requires all Orbital UAV employees, at all levels, to actively participate in the identification of hazards and the implementation of effective controls.

Our Responsibilities

- Assist in the identification of workplace hazards and risks;
- Follow Safe Work practices;
- Speak up if we see hazards and risks in the workplace;
- Comply with all policies and procedures;
- Participate in HSE consultation and training, and apply the skills taught;
- Wear and maintain issued Personal Protective Equipment (PPE);
- Report risks and/or concerns to our manager or the HSE or Quality department representative.

More Information

- Health, Safety, Environment Policy
- HSE Risk Management Procedure

2.3. Alcohol, Drug and Smoke-Free

Orbital UAV encourages and promotes a healthy workplace by adopting and enforcing an alcohol, drug and smoke-free workplace by ensuring all workers and visitors are aware of the Health, Safety and Environment Policy.

All employees and visitors on-site should be alcohol and drug free. Therefore, all employees and contractors may be subject to drug and alcohol testing.

Our Responsibilities

- Report to work fit and ready to carry out assigned work;
- Do not undertake work (including driving to and from work and attending work related functions) if we are impaired by alcohol or drugs (illegal, legal or prescribed);
- Do not possess, use or dispense illegal drugs or substances;
- Cooperate with alcohol and drug testing programs;
- Recognise and take preventative and proactive action to any symptoms of a dependency condition in ourselves or someone we may work with;
- Access online resources for practical assistance, tools and tips;
- If we have concerns relating to a drug or alcohol dependency, we will seek assistance from a professional or the Employee Assistance Program (available 24/7) for help and support.

More Information

- Health and Wellbeing Policy
- Drug and Alcohol Procedure
- Drug and Alcohol Policy - USA
- Smoke Free Workplace Procedure
- Fatigue Management Procedure
- Employee Assistance Program (EAP)

2.4. Quality and Assurance

At Orbital UAV, we are committed to the continual improvement of our products and services to move us towards our vision of superiority in UAV propulsion systems and flight critical components.

We continuously seek to exceed expectations and deliver customer satisfaction, and so our commitment to quality touches everything we do.

In our heavily regulated industry, we work closely with all relevant stakeholders – employees, suppliers, customers, auditors, etc. – to ensure we maintain the highest possible standards throughout our business and are capable of meeting the high-performance requirements of the UAV industry.

Our Responsibilities

- Adhere to compliance requirements and our Quality Management System (QMS);
- Ensure you are appropriately trained for all tasks you are expected to carry out;
- Identify, promote and encourage ways to continuously improve the way we work and the products we make.

More Information

- Quality Policy
- Quality Manual

2.5. Company Travel

Travelling on behalf of Orbital UAV (including attending work-related functions, training and conferences) is a work-related activity, therefore all Orbital UAV policies and procedures (including this Code) apply.

Employees are responsible for the same professional conduct displayed at work, when travelling or whilst staying in Company provided accommodation. Cost effective travel arrangements will be made as deemed appropriate and to ensure the health, safety and wellbeing of the traveller.

Our Responsibilities

- Travel is to be booked and approved prior to travel in accordance with the Travel Procedure;
- Ensure you have the required travel documents (i.e. passport with a minimum of six months validity and the suitable visa);
- Understand and comply with all local laws, customs, practices and immigration regulations;
- Ensure effective risk management, contingency planning and frequent communication arrangements are in place prior to travel.

More Information

- Travel Policy

3. Protecting Our Company

Every employee has a responsibility to protect Orbital UAV's assets and property. This includes facilities, equipment, inventory, vehicles, computers and information technology systems, intellectual property, Company information and data.



3.1. Use of Orbital UAV Assets

We provide employees with systems, tools and equipment so that they can conduct work in a secure and efficient manner. This includes electronic hardware (such as laptops and mobile phones), software and all data that is processed using these. The use of systems, tools and equipment must be done so in a manner that does not adversely interfere with the productivity of our work or the productivity of others.

Responsible, personal use of IT systems and electronic communication tools is permitted. However, activity will be monitored and action will be taken if usage of Orbital UAV's IT systems is deemed inappropriate (including unauthorised use of Orbital UAV Intellectual Property, activity that directly affects work productivity, gambling, cybercrime, material containing pornography, material promoting violence, hatred, terrorism or abuse).

Our Responsibilities

- Use any systems, tools and equipment provided primarily for work purposes and use with due care;
- Familiarise and comply with IT security requirements;
- Do not share login details with others;
- Do not modify or disable security settings and/or configurations;
- Do not install software or connect hardware without licence and authorisation;
- Do not deliberately access, store, send, post or publish inappropriate material, or ignore others doing so;
- Do not store, send, post or publish Orbital UAV confidential, commercially sensitive or otherwise proprietary information outside of any Orbital UAV systems or devices without prior authorisation;
- Report any assets which are lost or stolen;
- If unsure about what is deemed responsible use, speak to your manager or Human Resources.

More Information

- IT Security Policy
- Personal Use of Orbital UAV Assets Procedure

3.2. Confidential Information and Intellectual Property

Orbital UAV's information is a valuable asset and everyone shares a responsibility to ensure this asset is protected from unauthorised use or disclosure.

Confidential information can be in written, electronic or any other form and include the following:

- Trade secrets and intellectual property;
- Financial information, financial reports, balance sheets, profit and loss statements and bank accounts;
- Strategic plans;
- Business plans, proposals and management reports;
- Marketing and distribution plans;
- Information concerning Orbital UAV's clients and suppliers;
- Information concerning Orbital UAV's employees, contractors or agents; and
- Commercially sensitive information or other business intelligence.

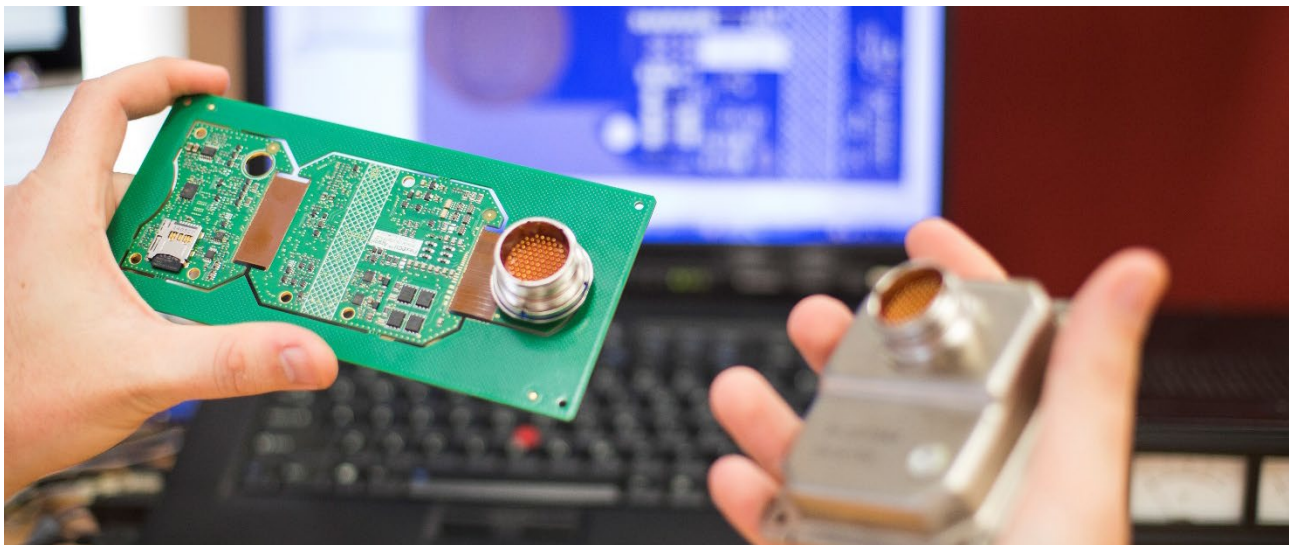
It is illegal to deal in Orbital UAV or third-party securities or shares on the basis of inside information, or to encourage others to do so. Inside information is material information about a company that is not generally available to the public. Whether information is material is generally judged by whether it would affect a reasonable investor's decision making.

Our Responsibilities

- Do not share confidential information unless authorised to do so;
- Do not use inside information to gain personal advantage by trading in Orbital UAV or any third-party shares or securities;
- Protect our information from misuse, loss, fraud or theft;
- Maintain the confidentiality of competitively sensitive and proprietary information;
- Ensure that confidential and proprietary information is only used for authorised purposes and is protected from theft, unauthorised or inappropriate use, including personal gain, and unauthorised disclosure;
- Report any loss or unauthorised disclosure of such information promptly;
- We process confidential data with due care and only for the defined legitimate purpose it was collected for and in compliance with applicable laws;
- If we are not sure what we can share, we will ask our manager or speak with Human Resources.

More Information

- Intellectual Property Policy
- Securities Trading Policy
- Speak with our Intellectual Property Representative



4. Third Party Relationships

Orbital UAV engages with multiple stakeholders, including customers, suppliers, shareholders, industry associations, academia and regulators. We are committed to engaging with all parties with honesty, integrity and respect to build long and lasting relationships and strengthen our reputation.



4.1. Suppliers

Orbital UAV's supply chain is critical to the successful delivery of its products and we recognise the importance of our relationships with suppliers. Our financial performance, profitability and reputation can be damaged by the actions of suppliers and so we take care to ensure we partner with companies who have similar values and standards as our own.

When procuring goods and services we do so on a Best Value for Money basis.

Our Responsibilities

- Engage with our Supply Chain team ahead of time when embarking on new goods and services supplier relationships;
- Comply with procurement and supplier management procedures relevant to your role;
- Never provide any supplier or potential supplier with any unfair or improper advantage.

More Information

- Procurement Policy
- Supplier Development and Performance Management
- Supplier Relationship Risk Management Procedure

4.2. Anti-Corruption and Anti-Bribery

Orbital UAV makes every effort to ensure compliance with anti-bribery and anti-corruption laws and prohibits any provision, offering or accepting of bribes of any variety to any person, whether private or public, either directly or through any third party.

A bribe is defined as a gift, inducement, favour or payment of any kind in the expectation of preferred treatment. At all times, we do what is right. We act with honesty, integrity, fairness and behave in a manner which is consistent with legislation and regulations, we do not practice, tolerate or support any bribery or corrupt business activities.

Accepting offers of gifts, entertainment of other business courtesies, exceeding A\$50 value must be recorded in the Gifts & Entertainment Register. Suitable and moderate business meals or entertainment for the purpose of discussing Orbital UAV related business and which are deemed common business courtesy, provided they are not excessive or inappropriate, do not require entry in the Gifts & Entertainment Register.

Our Responsibilities

- Familiarise and comply with the Anti-Bribery and Corruption Policy;
- Seek clarification if there is any doubt whether our actions constitute bribery and/or corruption;
- Know who we are doing business with by conducting the appropriate due diligence;
- Uphold a high standard of integrity and good judgement;
- If we have any bribery or corruption concerns, we will speak up immediately and report to a Senior Manager or use the Whistleblower reporting mechanism.

More Information

- Anti-Bribery and Corruption Policy
- Whistleblower Policy

4.3. Anti-Human Trafficking

Orbital UAV is opposed to human trafficking in all forms. The Company is supportive of the US Federal Acquisition Regulation 52.222-50 Combating Trafficking in Persons to combat human trafficking and will ensure the risk of such practices is mitigated within the business. Accordingly, we expect that all employees and each of our suppliers, their sub-contractors and associates have, and maintain, that same standard.

Our Responsibilities

- Familiarise and comply with the Human Trafficking Compliance Plan;
- If we have any human trafficking concerns, we will speak up immediately and report to a Senior Manager.

More Information

- Human Trafficking Compliance Plan - US Regulation FAR 52.222-50
- Australia's human trafficking offences are set out in Division 270 and 271 of the *Commonwealth Criminal Code Act 1995*

4.4. Conflict of Interest

Orbital UAV respects our right to engage in activities outside of work. However, our personal relationships or associations should not (nor appear to) influence our decisions when acting for and on behalf of Orbital UAV.

Business transactions must be entered into solely for the best interests of Orbital UAV and we shall not, directly or indirectly, benefit from our position as an employee or from any sale, purchase, or other activity of the Company.

It is our responsibility to take appropriate steps to avoid situations that may (or may appear to) create conflicts of interest for Orbital UAV. Where a conflict of interest arises that cannot reasonably be avoided, it must be transparent and reported in writing to a Manager.

Our Responsibilities

- Avoid business dealings and personal relationships that may cause conflicts of interest;
- Advise our manager of situations that could involve an actual, potential or perceived conflict of interest and remove ourselves from any discussion or activity involving the conflict;
- Conduct all business relationships in a professional, impartial and competitive manner;
- Apply consideration when investing in a competitor, customer, partner or supplier of Orbital UAV. While such activity would not automatically create a conflict of interest, a conflict could arise if an employee has a financial interest in an Orbital UAV supplier as well as having the authority to influence Orbital UAV contracts with that supplier.

More Information

- Employment contract and related documents

4.5. Social Responsibility

Orbital UAV supports and contributes to making a difference in the communities in which we operate by offering local employment opportunities, respecting human rights, ensuring fair and ethical behaviour in all our dealings, and using resources purposefully to minimise any adverse impact on the environment.

Our Responsibilities

- Conduct fair and indiscriminate recruitment processes;
- Conduct all interactions with external parties with honesty, integrity and respect.

More Information

- Discrimination, Bullying and Harassment Policy
- Health, Safety and Environment Policy

5. Communicating Externally

Just like our physical and intellectual property, Orbital UAV's brand and reputation are valuable assets, and we must manage and protect them accordingly. How we communicate externally plays an important part in this. Our communication, across all mediums, should be clear, consistent and compliant with the laws and regulations relating to our Company's listing on the Australian Stock Exchange.



5.1. Social Media and Collaboration Tools

We use electronic collaboration tools and social media carefully. When we engage in social media activities (such as Facebook, Twitter, LinkedIn and YouTube etc) and connect to collaborate (using tools such as e-mail, messenger, intranet and forums, etc), we exercise discretion and good judgement in relation to the content to ensure that our profile and related content is consistent with how we wish to present to colleagues and external Orbital UAV stakeholders.

Our social media and electronic collaboration conduct should be guided by this Code and must be respectful and in a way that protects Orbital UAV's reputation. This includes activities both on and off the job.

Our Responsibilities

- Be mindful of our digital footprint online;
- Participate in a respectful, constructive way that enhances Orbital UAV's business.

More Information

- Social Media Policy

5.2. Business Communications

As an ASX listed company we have an obligation to the public to ensure that we provide timely and accurate information. Determining whether information needs to be publicly announced is not always simple. At the same time, failure to inform the market of events that may affect the share price could have legal implications. Also, disclosing inappropriate or inconsistent information may cause reputational damage.

Whenever we communicate with people or organisations outside of Orbital UAV, we must carefully consider the impact and appropriateness of the information we disclose. Care must be taken to ensure we are not communicating on behalf of Orbital UAV unless we are authorised to do so.

Our Responsibilities

- Do not disclose information about Orbital UAV's business activities unless we are authorised to do so. That applies to the things we say, as well as anything in writing;
- If it is part of our role to provide information to the public and/or the investor community on Orbital UAV's business and finances we must ensure we have the proper approval and that the information we provide is true, accurate, consistent and not misleading; and
- Do not engage in casual conversation on sensitive or confidential matters or send communications containing material that is discriminatory, illegal, offensive, defamatory, fraudulent or otherwise inappropriate.

More Information

- Code of Ethics
- Policy on Release of Price Sensitive Information
- Speak with our HR Manager

6. Our Commitment

We will carefully uphold this Code which is an important expression of our Values, helping us to guide our way of business and to do what is right, as we continue to push our industry forward delivering superiority in UAV propulsion solutions and flight critical components.

Suspected violations of this Code, including policies or regulations, will be reviewed promptly with corrective action taken as appropriate. Any violation of this Code can result in disciplinary action and can result in the termination of the employment relationship with Orbital UAV. Matters may also, depending on the circumstances be referred to external authorities.

If we believe we have been subjected to or are concerned about any conduct that is not in the spirit of this Code, we are encouraged to immediately speak up and seek advice from our Manager, Human Resources or use the confidential Orbital UAV Whistleblower service, where we can raise concerns.

Speaking up is the thing to do. Orbital UAV will not tolerate any threats or acts of retaliation for speaking up in good faith.

Thank you for taking the time to read our Code and for acknowledging our commitment.



Stephen Pearce
Chief Executive Officer





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