



CORPORATE CODE OF CONDUCT

Definitions

In this document:

ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of Datetix.
Chair	means the Director of Datetix appointed as the chair of the Board from time to time.
Code	means this Corporate Code of Conduct.
Company Secretary	means the person appointed company secretary of Datetix.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Director	means a director of Datetix.
Datetix	means Datetix Group Ltd ACN 009 027 178.
Listing Rules	means the listing rules of ASX.
Shareholders	means Shareholders of Datetix.

Introduction

This is the Code for Datetix which is designed to maintain confidence in the integrity of Datetix.

The Code sets out certain basic principles that directors and employees (collectively referred to as **officers**) should follow in all dealings related to Datetix.

Officers should be loyal to Datetix, should show the highest business integrity in their dealings with others, including preserving the confidentiality of other people's information and should conduct Datetix's business in accordance with the law and principles of good business practice.

The Code reflects Datetix's recognition that Datetix's reputation is an essential element of Datetix's success. Each officer must act in a way that preserves and enhances Datetix's reputation.

Officers will often encounter issues requiring judgment based on the principles expressed in this Code. While it is impossible to discuss every conceivable situation that might arise, Datetix believes that the examples contained in this Code illustrate rules that should usually be followed to ensure that the actions of officers are not and will not be challenged for being unethical. The material in this Code is meant to be illustrative only and is not intended to limit the principles themselves.

Although Datetix expects all officers to be familiar with the principles stated in this Code, Datetix does not expect each officer to be fully versed in the law affecting his or her responsibilities. Whenever questions of any nature whatsoever arise in relation to the Code, each officer should seek guidance from the Company Secretary who will in turn obtain advice on the interpretation of applicable laws and regulations from Datetix's solicitors.

The Code sets out the standards that Datetix will adhere to whilst conducting its business and includes:

- the commitment to Shareholders;
- compliance with relevant laws;
- environment protection;
- occupational health & safety;

equal employment;
confidentiality;
conflicts of interest; and
general conduct.

All officers are responsible for Datetix achieving the highest levels of business conduct. Datetix's officers are accountable for acting in line with the policies and standards outlined in the Code.

Board

The Board and senior managers of Datetix support, uphold and will adhere, at all times, to the Code. It is their view that the Code will benefit Datetix in all that it strives to achieve and will be the key to the success of Datetix in the implementation of its strategies.

Proper business conduct is in the long-term interests of Datetix because it creates loyalty and trust in employees, customers, the communities in which Datetix operates, and other stakeholders.

General duties

Directors must:

- act in good faith in the best interests of Datetix and for a proper purpose;
- avoid any potential conflict of interest or duty;
- exercise a reasonable degree of care and diligence;
- not make improper use of information; and
- not make improper use of their position.

Breaches of these duties may expose Directors to potential liability in damages, fines and disqualification.

A Director, in the exercise of his or her powers, and in the discharge of his or her duties, must exercise the degree of care and diligence that a reasonable person would exercise if he or she were a Director:

- in the circumstance prevailing;
- occupying the same position; and
- with the same responsibilities within Datetix as the Director.

A Director is a fiduciary and must act with fidelity and trust in company matters. The Board has been appointed to manage Datetix's affairs and should have regard not only to the interests of shareholders of Datetix but (in appropriate circumstances) the interests of other third parties including creditors, regulators and the community.

Directors must act with a reasonable degree of care and diligence in the exercise of their powers and duties and to carry out their duties.

A Director who is appointed but fails to acquire and maintain a reasonable level of competence may be considered negligent.

All Board members should attend at least one educational seminar a year to remain fully informed of matters relevant to their position as a Director.

Datetix seeks to maintain directors' and officers' liability insurance. Directors must be fully aware of the terms of this insurance to qualify for protection under it.

Business judgment rule

A Director's duty to act with care and diligence may be satisfied where the Director:

- makes a decision in good faith and for a proper purpose;
- has no material personal interest in the subject matter of the decision made;

is informed about the subject matter of the decision to the extent the director reasonably believes to be appropriate;

rationaly believes the decision to be in the best interest of Datetix.

The business judgment rule:

relates only to decisions about the ordinary business operations of Datetix; and

does not relieve a Director from other duties, such as to act in good faith, not to misuse the position of director and not to make improper use of information obtained because they are, or have been, a director or other officer or employee of Datetix.

A business judgment is any decision to take or not to take action relating to the business operations of Datetix; it does not apply to any failure to make a decision.

Shareholders

Datetix acknowledges and endorses the expectation that funds of Shareholders will be used in a manner that results in the best possible return, consistent with the agreed risk profile which takes into account the appropriate level of risk after balancing returns with risk. In achieving this aim, officers will undertake their duties with honesty, integrity, care, skill and diligence.

Datetix recognises that transparency in business conduct and open disclosure of the strategies of Datetix play a key role in building Shareholder value, loyalty and trust. Datetix also recognises that in order to grow and achieve success, it must earn the trust of employees, customers, suppliers, communities and Shareholders by being open and communicative.

Datetix should aim to facilitate communication with Shareholders through electronic communications and general meetings (including effective notices for general meetings as prescribed in the ASX recommendations).

Compliance with the Law

Introduction

Officers must comply with the letter and the spirit of all laws and regulations. This includes: understanding the laws and regulations relevant to their work; and complying with those legal requirements.

Some laws affect the business conduct of everyone and include equal employment opportunity and occupational health and safety. Other laws focus primarily on particular roles in Datetix such as the environment, trade practices and product liability.

It is crucial that all officers understand the laws that affect both their roles and their general business conduct. If an officer is unclear of the impact that the law may have on their role, they should seek advice from the Company Secretary.

Securities Trading

Each Director must comply with Datetix's Securities Trading Policy in respect of any dealings in Datetix's securities.

Privacy

Datetix will only collect personal information from its employees ethically and lawfully. It also seeks to collect information in a fair manner, and in a way that is not unreasonably intrusive. If personal information is collected on behalf of Datetix, the person whose information is collected must be informed of the purpose for which the information is collected and be made aware that, subject to some limitations, officers will be able to gain access to the information collected on request. Steps must be taken to ensure that data is appropriately accurate and current and that data is stored no longer than necessary.

Officers must ensure that the confidentiality of personal information contained in company records is strictly maintained.

Personal information relating to individuals should not be provided to other employees unless it is required to perform their jobs. Information relating to employment records, salaries, addresses etc. cannot be released to external organisations unless required by law or upon written consent from the relevant officer.

Environment

All Datetix's business activities will be carried out so as to protect the health and safety of officers, contractors, customers and the community while paying proper regard to the protection of the environment.

Datetix will use its best endeavours to conduct its operations in a manner that is environmentally responsible.

The objectives of Datetix in protecting the environment are to:

meet or exceed all legal and regulatory requirements for environmental management and protection, and where these are lacking or insufficient to protect the environment, apply best practice standards which will ensure that the environment is protected;

maintain an awareness within Datetix of the responsibility of Datetix and its officers or contractors to ensure protection of the environment; and,

regularly review Datetix's operations to identify and assess the environmental impact associated with those operations.

Occupational Health & Safety

Datetix is committed to the health and safety of all employees. Datetix will work to eliminate hazardous practices and behaviour which could cause accidents, injuries or illness to employees, contractors, visitors and the general public. Datetix strives to have injury free workplaces. The objectives of Datetix in ensuring health and safety are to:

comply with all relevant statutory obligations;

provide adequate resources to establish and maintain safe systems of work;

maintain health and safety competency and integrate health and safety requirements in all aspects of business;

ensure all incidents are reported and thoroughly investigated with a view to preventing a similar incident occurring;

continuously improve performance through innovative technology, education and good management practices;

provide health and safety training for employees;

employ only those contractors who aspire to the same health and safety standards as Datetix; and

promote a positive health and safety culture that is based on the principle that all incidents can be prevented.

All employees are required to follow rules for safe and healthy operations, report hazards to their supervisors and report any injuries that they have incurred.

Equality in Employment

Datetix seeks to provide a work environment in which everyone is treated fairly and with respect. Merit is the primary basis for employment with Datetix. All employees and applicants for employment should be treated and evaluated according to their job-related skills, qualifications, abilities, aptitudes and attitude only. Any decisions based on characteristics such as gender, age,

race, religion, marital status, sexual preference, a political belief may constitute discrimination and will not be accepted by Datetix.

Active discrimination and harassment in the workplace in any form is unacceptable. Datetix regards any actions by an officer that constitute harassment or discrimination as serious misconduct.

Confidentiality

Directors must keep confidential any Board matters and all confidential information (which includes Price Sensitive Information and information that is not Price Sensitive Information but might reasonably be of use or of interest to retail investors) received by the Directors in the course of the exercise of their duties.

All information received by Directors to carry out their duties must be regarded as confidential and is the property of Datetix.

A Director may not disclose information, or allow it to be disclosed, to any other person unless disclosure is authorised by Datetix or the information is required by law to be disclosed.

All discussions and resolutions of the Board must also be kept confidential and their content must not be disclosed, or allowed to be disclosed to persons who are not Directors, except in cases where disclosure:

- has been authorised by Datetix; or
- is required by law.

Authorisation by Datetix is presumed to the extent the Board (or Committee) minutes state or imply that it is intended that disclosure should be made to third parties.

Any Director in any doubt about his or her obligations of confidentiality or in relation to any matter of disclosure should consult with the Chair before making any disclosure.

Any contracts that are entered into by Datetix with customers, consultants and contractors should contain appropriate confidentiality clauses that ensure the protection of Datetix's confidential information.

Conflicts of interest

Personal interests and conflicts

A Director must not take improper advantage of their position as a director or officer.

No Director may allow any personal interest, or the interest of any associated person, to influence or prejudice the Director's conduct or any Board (or Committee) decision.

A Director has a duty to avoid any conflict between:

- the interests of, or duty to, Datetix; and
- his or her own personal interests or the interests of, or duty to, any third party.

Every Director should be actively vigilant for both actual and potential conflicts of interest or duty.

A Director with a conflict of interest or duty should refrain from voting, or entering into any discussion, at, or even being present during, relevant Board discussions.

A Director who has any material personal interest (whether direct or indirect, pecuniary or otherwise) in a matter must not be present at a meeting while the matter is being considered and must not vote on the matter.

Papers relevant to any matter on which there is a known conflict of interest, or in relation to which there is a material personal interest, will not be provided to any Director concerned.

Improper use of information

A Director must not make improper use of information acquired as a Director to gain, directly or indirectly, any personal advantage or any advantage for any other person detrimental to Datetix or the Group.

Continuous Disclosure Policy

Datetix must comply with the continuous disclosure regime in section 674 of the Corporations Act and under Listing Rule 3.1.

The continuous disclosure regime requires Datetix to immediately disclose information which may materially affect the price or value of Datetix's securities. The continuous disclosure regime reflects the expectation of investors and the market to have ready access to that type of information.

Datetix is committed to complying with the continuous disclosure regime. The Board has adopted policies on continuous disclosure, including framework to identify, report and disclose price sensitive information.

General Conduct

Officers must:

not make unauthorised gains or payments.

as a general rule, accept or offer to give gifts, services, discounts, gratuities or other gains from (or to) people who conduct business with Datetix. Although small gifts or invitations to local social or sporting functions are generally acceptable.

not make unauthorised public statements. Great care must be taken in public speaking engagements, media releases and official appearances.

treat customers, consumers, the community and suppliers with respect, and honesty and strive to deliver superior performance in conducting their duties.

not make unauthorised political donations on behalf of Datetix.

help out fellow workers and work collaboratively, and within the bounds of commercial confidentiality.

Compliance

Responsibility for monitoring compliance

All officers of Datetix are responsible for ensuring their individual compliance with the Code.

Reporting instances of non-compliance

All instances of non-compliance with the Code are to be reported to the Company Secretary.

Datetix recognizes that a key test of Datetix's corporate governance is whether there are both formal and informal structures in place to enable 'good news' and 'bad news' to travel rapidly to the appropriate destination. Datetix is committed to ensuring that such structures are developed and maintained and that they provide for the protection of individuals making any such reports.

Where appropriate, Datetix should refer serious non-compliance to the Datetix Audit and Risk Management Committee.

Serious non-compliance of the Code includes any conduct or event involving impropriety which:
constitutes fraud;

may have a serious business impact on Datetix; or

may seriously compromise the reputation of Datetix.

Adoption

This Code was adopted by the Board on 10 October 2014.

Review

The Company Secretary is to conduct an annual review of the Code to ensure that the Code continues to reflect the letter and spirit of all applicable laws and regulations and Datetix's commitment to its staff and the community.

Officers of Datetix are encouraged to report any difficulties or challenges encountered by them in complying with the Code (including any inconsistencies between the Code and the business initiatives of Datetix) to the Company Secretary. This will assist in the evaluation of the effectiveness of the Code and will highlight any areas of the Code that may require amendment or additional guidance.

The Company Secretary shall also establish written policies and procedures designed to ensure compliance with the ASX Listing Rule disclosure requirements and to ensure accountability at a senior management level for that compliance.

The Company Secretary shall also provide the information indicated in the Guide to Reporting on Principle 3 and 5. The following material should be included in the corporate governance section of the Datetix Annual Report:

explanation of any departures from best practice recommendations 3.1-3.3, 5.1-5.2 and/or 7.1-7.4.

The following material should be publicly available, ideally by posting it to Datetix's website in a clearly marked corporate governance section:

a summary of the policies and procedures designed to guide compliance with Listing Rule disclosure requirements;

risk management policies;

summary of Datetix's Securities Trading Policy; and

Committee Charter of the Nomination and Remuneration Committee (if applicable).