

Code of Conduct

Rubicor Group Limited

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1. Application

This Code of Conduct (*Code*) applies to all executive and non-executive directors, officers, employees, contractors and consultants (collectively, *Employees*) of Rubicor Group Limited (*Company*) and its subsidiaries from time to time (*Group*).

2. Reasons for the Code

The Group is committed to delivering strong returns and shareholder value while also promoting shareholder and general market confidence in the Group. The objectives of the Code are to ensure that:

- (a) high standards of corporate and individual behaviour are observed by all Employees in the context of their employment with the Group;
- (b) Employees are aware of their responsibilities to the Group under their contract of employment and always act in an ethical and professional manner; and
- (c) all persons dealing with the Group, whether it be Employees, shareholders, suppliers, clients or competitors, can be guided by the stated values and practices of the Group.

The Group is committed to complying with this Code and intends that all Employees comply fully with it. Employees should at all times comply with both the spirit as well as the letter of all laws which govern the operation of the Group and the principles of this Code. Further, Employees should always use due care and diligence when fulfilling their role or representing the Group and should not engage in any conduct likely to bring discredit upon the Group.

3. Conduct expected of Employees

All Employees should:

3.1 Conflicts of interest

- (a) Act honestly and in good faith at all times and in a manner which is in the best interests of the Group as a whole.
- (b) Conduct their personal activities in a manner that is lawful and avoids conflicts of interest between the Employee's personal interests and those of the Group and its clients. Where there is a potential conflict, the Employee should report that conflict to the Company Secretary.

3.2 Corporate opportunities

- (a) Not take advantage of property, information or position, or opportunities arising from these, for personal gain or to compete with the Group.

3.3 Confidentiality and Privacy

- (a) Restrict the use of non-public information (whether specific to the Group or entrusted to it by others) except where disclosure is authorised or legally mandated.
- (b) Not make improper use of any information acquired by virtue of being an Employee, including the use of that information for personal gain or the gain of another party or in breach of a person's privacy.

3.4 Trading in securities

- (a) All trading in securities, including trading in securities of the Group, must be in accordance with the Company's Share Trading Policy. The purpose of the Share Trading Policy is to ensure compliance with the law and to minimise the scope for misunderstandings or suspicions regarding Employees trading in securities while in possession of non-public price sensitive information.

3.5 Responsibilities to key stakeholders

- (a) Always deal with shareholders, clients, customers, suppliers, competitors and other Employees in a manner that is lawful, diligent and fair and with honesty, integrity and respect.

3.6 Protection and proper use of the Group's assets

- (a) Ensure that the Group's assets are protected and only used for authorised and legitimate business purposes.

3.7 Bribes, inducements and commissions

- (a) Employees should not pay or receive any bribe, inducements or commissions (this includes any item intended to improperly obtain favourable treatment, whether from or to government bodies or otherwise). Also, Employees should not give or receive any unreasonable gifts or otherwise act in an unethical way that may cause financial detriment or degrade the reputation of the Company.
- (b) The giving and receiving of bribes, inducements and commissions is against the Company's policy and the laws of countries where the Company conducts business. Any Employee found to be receiving, accepting, condoning a bribe, commission or inducement, or attempting to imitate such activities may be liable for termination and possibly criminal proceedings.

3.8 Compliance with laws and regulations

- (a) Always act in a manner that is in compliance with all applicable laws and regulations. In addition, it is expected that all Employees will act in compliance with this Code and the Company's other policies as in force from time to time.
- (b) Report any actual or potential breaches of law, this Code or the Company's other policies to the Company Secretary. If ever in doubt, Employees should seek advice immediately.

4. Employment practices

The Group aims to provide a work environment in which all Employees can excel regardless of race, religion, age, disability, gender, sexual preference or marital status. In order to ensure that this occurs, the Group will from time to time maintain various policies relating to the workplace. Employees should familiarise themselves with such policies and ensure that they comply with them.

5. Accounting policies and disclosure

The Group is committed to delivering to shareholders and the market accurate, timely and up-to-date information within both the letter and spirit of the Listing Rules of the Australian Securities Exchange, all relevant laws and applicable accounting standards.

6. Encouraging the reporting of unlawful / unethical behaviour

The Group actively promotes and encourages ethical behaviour and protection for those who report violations in good faith. The Group will ensure that Employees are not disadvantaged in any way for reporting violations of the Code or other unlawful or unethical conduct and that matters are dealt with promptly and fairly.

7. Compliance with the Code

The Board has responsibility for monitoring and ensuring compliance with this Code, including the conduct of regular reviews of operations and general compliance. Any queries in relation to this Code should be referred to the Company Secretary.

Failure by Employees to comply with this Code may result in disciplinary action, including in serious cases, the termination of employment.

8. Questions

For questions about the operation of this Code, please contact to the Company Secretary.