
Code of Conduct

Cashrewards Limited (ACN 615 084 654)

Adopted by the Board on 29 September 2020

Cashrewards Limited Code of Conduct

1 Introduction

- (a) This Code of Conduct (**Code**) sets out the way Cashrewards Limited and its subsidiaries (collectively, **Cashrewards**) conducts business. Cashrewards will carry on business honestly, ethically and fairly, acting only in ways that reflect well on Cashrewards in strict compliance with all laws and regulations.
- (b) The purpose of this Code is to guide the behaviour of everyone in Cashrewards (including all employees, contractors, consultants, managers and the Board, including temporary employees and contractors of Cashrewards) (collectively, Employees) by clearly stating Cashrewards' firm commitment to behaving honestly, ethically and fairly.
- (c) All Employees are required to understand and comply with their obligations under this Code.
- (d) This Code will be made available to Employees in the corporate section of Cashrewards' website and as part of all new Employee's induction pack.
- (e) If Employees are not sure that a proposed action is appropriate, they should ask their manager or, if that is not appropriate, the Chief Executive Officer or Chair of the Board.

2 Responsibilities

- (a) The Board is responsible for the contents of the Code and its periodic updating.
- (b) The Chief Executive Officer and managers at all levels of Cashrewards are responsible for ensuring that all Employees understand and follow this Code.
- (c) Each Employee is responsible for complying with this Code both in detail and in spirit. Everyone must:
 - (i) act in accordance with Cashrewards' values and the best interests of Cashrewards;
 - (ii) act with integrity – being honest, ethical, fair and trustworthy in all business dealings and relationships;
 - (iii) comply with all laws and regulations that apply to Cashrewards and its operations in all jurisdictions that Cashrewards operates;
 - (iv) act ethically and responsibly;
 - (v) treat fellow employees with respect and not engage in bullying, harassment, discrimination or other forms of detrimental conduct;
 - (vi) deal with customers, members, merchant partners and suppliers fairly;
 - (vii) disclose and manage any conflicts between Cashrewards' interests and their personal interests;
 - (viii) protect Cashrewards' business assets;

- (ix) not take advantage of the property or information of Cashrewards or its customers for personal gain or to cause detriment to Cashrewards or its customers;
 - (x) not take advantage of their position or the opportunities arising therefrom for personal gain;
 - (xi) comply with the Privacy Laws, as if they were regulated by them;
 - (xii) comply with any direction of Cashrewards that is consistent with the Privacy Laws;
 - (xiii) not collect or use the Personal Information other than to the extent necessary to perform their obligations;
 - (xiv) collect, use, disclose and transfer the Personal Information only in ways which ensure it remains under Cashrewards' effective control;
 - (xv) not disclose the Personal Information to any third party without prior written consent of the owner of the Personal Information;
 - (xvi) promptly notify their manager of any complaint made by an individual in relation to the handling of their Personal Information or request made by an individual for access to or correction of their Personal Information;
 - (xvii) immediately notify their manager full details about any Data Breach, which has occurred or which they have reasonable grounds to suspect may have occurred;
 - (xviii) comply with Cashrewards' Technology Security Policy (and any associated Incident Handling Protocol); and
 - (xix) report breaches of this Code to their manager or, if that is not appropriate, the Chief Executive Officer or Chair of the Board.
- (d) It is the responsibility of all Employees to ensure ethical conduct is recognised and valued throughout Cashrewards.

For the purposes of this Code of Conduct, the **Privacy Laws** mean:

- (a) the Privacy Act 1988 (Cth);
- (b) any other laws relating to privacy or personal information which apply to Cashrewards, the Supplier or any Personal Information; and
- (c) any privacy code or policy which has been adopted by or which is binding on Cashrewards (copies available on request).

For the purposes of this Code of Conduct, **Personal Information** has the meaning given in the Privacy Act 1988 (Cth).

For the purposes of this Code of Conduct, **Data Breach** means any:

- (a) unauthorised access to, or unauthorised disclosure of, any Personal Information; or
- (b) loss of any Personal Information.

3 Consultants' responsibilities

Individuals or organisations contracting to, consulting for, or representing Cashrewards, or both, must comply with this Code in the same way as Cashrewards employees. Cashrewards employees who engage contractors or consultants must ensure that they are provided with a copy of relevant Cashrewards policies, including this Code.

4 Compliance with law

- (a) Cashrewards will only conduct business by lawful and ethical means. Legal responsibilities change and Employees at all levels must keep themselves informed and comply with all legal responsibilities.
 - (b) In particular, depending on their individual responsibilities, Employees must be familiar with corporate, competition and consumer, taxation, employment, work health and safety, equal opportunity and discrimination, privacy and environmental laws and regulations and the Spam Act 2003 as well any of Cashrewards' internal policies in relation to such matters.
 - (c) All Employees have an obligation to understand and work within these requirements. If Employees do not understand their responsibilities and Cashrewards' obligations, they must seek guidance from their manager.
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5 Avoiding conflicts of interest

- (a) Employees must avoid any situations involving divided loyalty or a conflict between their personal interests and those of Cashrewards. Employees faced with conflicting interests must report it to their manager.
 - (b) In particular, without the prior written consent of the Chief Executive Officer (or the Board for the CEO):
 - (i) Employees and any organisation in which they or their family have a significant interest must not compete with, or have business dealings with Cashrewards;
 - (ii) Employees (other than contractors or consultants) must not work or consult for, or have any other key role in, an outside business organisation which has dealings with Cashrewards or is a competitor of Cashrewards;
 - (iii) Contractors or consultants must not use any Cashrewards information when dealing with outside business organisations which have dealings with Cashrewards and must not work for a competitor of Cashrewards (for at least 12 months after their contract or consultancy with Cashrewards has ended).
 - (iv) Employees must not enter into any arrangement or participate in any activity that conflicts with Cashrewards' best interests or is likely to negatively affect Cashrewards' reputation;
 - (v) Employees must not use Cashrewards' assets for any purpose other than for Cashrewards' business purposes or interests;
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- (vi) Employees must not make improper use of their employment with Cashrewards, their position or role in Cashrewards, or information obtained because of their position, to gain an advantage for themselves or anyone else, to Cashrewards' detriment; and
 - (vii) Employees must not buy or sell shares in Cashrewards or any other companies at any time when they are aware of price sensitive information about Cashrewards, which has not been disclosed to the Australian Securities Exchange. All Employees must read and follow the Cashrewards Securities Trading Policy.
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6 Potential takeovers, acquisitions or other “change of control” transactions involving Cashrewards

- (a) Employees must be particularly careful to avoid conflicts of interest and the improper disclosure of confidential information in the case of an approach by a third party (“potential bidder”) in relation to the proposed acquisition of the shares in, or any of the businesses of, Cashrewards. Such an approach might be made informally (for example by enquiry or overture) and/or through an intermediary or advisor to the potential bidder.
 - (b) The Board must be immediately informed of any approach (no matter what the form of the approach) and will establish protocols for Cashrewards' response to the approach.
 - (c) Any Employee who is approached (even informally) by or on behalf of a potential bidder must:
 - (i) immediately notify his or her manager of the approach, including the details of any inducement or incentive offered to that Employee or any other Employee;
 - (ii) cease communications with the potential bidder until communication protocols are established and then only if so authorised under those protocols;
 - (iii) not provide any corporate information to anyone without the express approval of the Board or the Board's representative and then only on terms approved by the Board; and
 - (iv) ensure that the approach is not discussed with customers, suppliers or other Employees unless specifically authorised by the Board and then only on terms approved by the Board (which must take into account Cashrewards' continuous disclosure obligations, amongst other things).
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7 Outside memberships, directorships, employment and public office

- (a) Cashrewards supports involvement of its employees in community activities and professional organisations. However, outside employment or activity must not conflict with an Employee's ability to properly perform their work for Cashrewards, nor create a conflict (or the appearance of a conflict) of interest.
- (b) Before accepting outside employment or a position on the board of directors of another company or non-profit organisation, you must carefully evaluate whether the position could cause, or appear to cause, a conflict of interest. If there is any question, consult your manager (note the requirements of clause 5(b) of this Code).

- (c) You may accept public office or serve on a public body in your individual private capacity, but not as a representative of Cashrewards. If such public office would require time away from work, you must comply with Cashrewards' policies regarding leave of absence and absenteeism.

8 Protection and proper use of Cashrewards' assets

- (a) All Employees must use their best efforts to protect Cashrewards' assets and other resources including plant, equipment, and other valuable property including confidential information and intellectual property such as trademarks, registered designs, Personal Information (and any other Cashrewards' customer data) and copyrighted material, from loss, theft and unauthorised use.
- (b) The use of Cashrewards time, materials, or facilities for purposes not directly related to company business, or the removal or borrowing of company property without permission is prohibited. Incidental personal use of such company resources as computers, phones, faxes, copiers and internet access is permitted in accordance with Cashrewards' IT policies, but Employees must ensure that Cashrewards' interests are not harmed.

9 Protecting confidential information

- (a) Information that Cashrewards considers private and that is not generally available outside Cashrewards, which may include information of third parties to which Cashrewards has access (**Confidential Information**) and information that Cashrewards owns, develops, pays to have developed or to which it has an exclusive right (**Proprietary Information**) must be treated by Cashrewards employees as follows:
 - (i) Employees must ensure that they do not disclose any Confidential Information or Proprietary Information to any third party or other Employee who does not have a valid business reason for receiving that information, unless:
 - (A) allowed or required under relevant laws or regulation; or
 - (B) agreed by the person or organisation whose information it is; and
 - (ii) if Confidential Information or Proprietary Information is required to be provided to third parties or other Employees for valid business purposes, Employees must:
 - (A) take adequate precautions to seek to ensure that information is only used for those purposes for which it is provided and it is not misused or disseminated to Cashrewards' detriment; and
 - (B) take steps to ensure that the information is returned or destroyed when the purpose is complete.
- (b) These obligations continue to apply to Employees after their employment or engagement ceases.
- (c) If you are unsure whether information is of a confidential or proprietary nature, seek advice from your manager before disclosure.

10 Control of information

- (a) Employees must:
 - (i) return all Cashrewards property including any documents or confidential information, on termination of employment or on the request of Cashrewards; and
 - (ii) if requested by Cashrewards, destroy or delete any confidential information stored in electronic, magnetic or optical form so that it cannot be retrieved or reconstructed.
- (b) Employees must not make improper disclosure, including inadvertent or careless disclosure, of business strategies and plans, special methods of operation and other information that is confidential to or of competitive value to Cashrewards.

11 Public communications and disclosures

- (a) Media statements, responses to questions from any journalist, investor, stockbroker or financial analyst and official announcements may only be made by persons authorised in accordance with the Cashrewards Disclosure Policy. If you receive a request for information and you are not authorised to respond to the enquiry, refer the request to the Chief Executive Officer or the Deputy Chief Executive Officer.
- (b) Unless the Chief Executive Officer or the Deputy Chief Executive Officer has given prior written consent, Employees and associated parties must not participate in public forum communications or discussions (including internet-based forums and social media) where the subject matter is related to Cashrewards, its competitors or any industry in which Cashrewards operates.
- (c) Cashrewards has adopted the Cashrewards Disclosure Policy as a means of ensuring compliance with its disclosure and communication obligations under the *Corporations Act 2001 (Cth)* and the ASX Listing Rules. The aim of the Cashrewards Disclosure Policy is to keep the market fully informed of information that may have a material effect on the price or value of Cashrewards' securities, and to correct any material mistake or misinformation in the market.
- (d) Employees should ensure that they are aware of the requirements of the Cashrewards Disclosure Policy and, if it applies to them, they must act in accordance with the policy.

12 Gifts, gratuities and entertainment

- (a) Employees must comply with the Cashrewards Anti-Bribery and Corruption Policy.
- (b) Cashrewards does not permit or tolerate giving or taking bribes, kickbacks or gratuities or any other payments or promises for favourable treatment or as an inducement for doing business (including "grease" payments).
- (c) Cashrewards does allow the giving and acceptance of token gifts and entertainment provided they are appropriate to the intended business purpose and consistent with local business practice and laws.

- (d) Employees should not seek to gain special advantage for Cashrewards or themselves through the use of business gifts, favours or entertainment, if it could create even the appearance of impropriety. Business entertainment should be moderately scaled and clearly for business purposes. Gifts and entertainment should not be offered to a customer or supplier whose organisation does not allow this.
 - (e) Employees may accept or give gifts, favours, or entertainment only if permitted to do so by Cashrewards' policies relating to gifts and the gift, favour or entertainment is disclosed in accordance with those policies (if required).
 - (f) If Employees have any doubts about whether a gift or benefit complies with this Code or Cashrewards' policies, they should promptly discuss it with their manager.
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13 Integrity in financial reporting

- (a) Cashrewards is committed to providing accurate, timely and clearly understandable disclosures in reports on its results to shareholders, the Australian Securities Exchange, Australian Securities and Investments Commission and other regulators.
- (b) Employees responsible for the preparation of such reports are responsible for the integrity of the information contained in, or which forms the basis, such reports and are expected to exercise the highest standard of care in preparing materials for public communications.

Those reports and communications should:

- (i) comply with any applicable legal requirements and accounting standards;
 - (ii) fairly and accurately reflect the transactions or occurrences to which they relate;
 - (iii) not contain any false or intentionally misleading information, nor intentionally misclassify information; and
 - (iv) be in reasonable detail and recorded in the proper account and in the proper accounting period.
- (c) All material financial information and disclosure must be accurately represented in Cashrewards' accounts. No information may be concealed by Employees from either Cashrewards' internal or external auditors. No Employee may take any action to influence, coerce, manipulate or mislead Cashrewards' external auditors in order to produce misleading financial statements.

14 Responsibility to individuals

- (a) Cashrewards is committed to the fair and equal treatment of all its Employees and abides by the employment laws of the countries in which it operates. Employees and candidates for employment or engagement shall be judged on the basis of their behaviour and qualifications to carry out their job without regard to race, gender, religion, sexual orientation, disability, age, marital status or political belief or any other aspect protected by law.
- (b) Cashrewards does not tolerate discrimination, including sexual, physical or verbal harassment or other demeaning behaviour against any individual or group of people.

- (c) Cashrewards does not tolerate bullying, violence or threats of violence.
 - (d) Employees are required to adhere to any Cashrewards policies relating to the treatment of others.
 - (e) If Employees have any concern about the conduct of another Employee they must report their concern to their manager or, if that is not appropriate, the Chief Executive Officer, the Deputy Chief Executive Officer or Chair of the Board.
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15 Acting responsibly with customers, suppliers, competitors and others

- (a) Employees dealing with members, customers, suppliers, partners, competitors and other third parties must engage with such persons fairly, ethically, honestly and respectfully and in compliance with applicable laws and Cashrewards policies. In particular:
 - (i) Employees must be fair, honest and open in all business dealings;
 - (ii) Employees must not misrepresent Cashrewards products, services or prices and must not make false claims about those of Cashrewards' competitors;
 - (iii) purchasing decisions must be based on such commercially competitive factors as quality, price, reputation and reliability and a supplier's level of service; and
 - (iv) Employees must respect confidential information that is obtained through the business relationships.
 - (b) If another Employee or outside party suggests acting in a manner contrary to the above, this must be immediately reported to your manager or, if that is not appropriate, to the Chief Executive Officer, the Deputy Chief Executive Officer or Chair of the Board.
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16 Legal actions

- (a) Any actual, proposed or potential legal action against Cashrewards or Employees must be notified to the Chief Executive Officer or the Deputy Chief Executive Officer.
 - (b) Any actual, proposed or potential legal action by Cashrewards or Employees on behalf of Cashrewards against another party must be approved in advance in writing by the Chief Executive Officer.
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17 Political contributions and activities

- (a) Cashrewards maintains a position of impartiality with respect to party politics. Accordingly, Cashrewards does not directly or indirectly contribute funds to any political party, politician, or candidate for public office, without the prior formal approval of the Board. This includes attending paid political related functions.
- (b) Cashrewards does not prohibit employee from making personal political contributions but should not use their role with Cashrewards for political interests at any time.

18 Reporting non-compliance with this Code

- (a) Any Employee who knows or suspects on reasonable grounds a breach of this Code either has occurred, is occurring or might occur should report that information to:
 - (i) the Chief Executive Officer or the Deputy Chief Executive Officer;
 - (ii) a Director or senior manager of Cashrewards;
 - (iii) a member of Cashrewards' Disclosure Committee established under the Cashrewards Disclosure Policy; or
 - (iv) a Whistleblower Protection Officer in accordance with Cashrewards' Whistleblower Protection Policy, which is available in the corporate section of Cashrewards' website.
- (b) Such reports will be treated confidentially to the extent possible consistent with Cashrewards' obligation to deal with the matter openly and according to applicable laws.
- (c) No Employee will be subject to retaliation or victimisation for reporting a possible violation of this Code and may be protected under Cashrewards' Whistleblower Protection Policy.

19 Consequences for non-compliance with this Code

- (a) Adherence to this Code and Cashrewards' policies is a condition of employment or engagement at Cashrewards.
- (b) Breaches of the Code may be subject to disciplinary action including termination of employment or engagement, if appropriate.

20 Reviews and changes to this Code

- (a) The Board, in conjunction with the Audit and Risk Management Committee, will review this Code periodically to ensure that it is operating effectively and whether any changes are required.
- (b) The Board may change this Code from time to time by resolution.