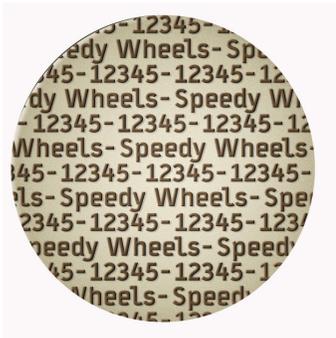


Code of Ethical Conduct



DataDot Technology Ltd

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CODE OF ETHICAL CONDUCT

1 INTRODUCTION

This is the Code of Ethical Conduct (“Code”) for DataDot Technology Limited (“DDT”) and its Group companies. Its purpose is to maintain confidence in the integrity of DDT and detail the responsibilities and accountability of individuals for reporting and investigating reports of unethical practices.

The Code details certain key principles that DDT, its employees and external consultants should follow in all their dealings. They should be loyal to DDT and maintain a high level of business integrity in their dealings with others, including but not limited to preserving the confidentiality of other’s information and generally conduct DDT’s business in accordance with the law and principles of good business practice.

As DDT’s reputation is an essential element of its success, this code is a reflection of the standards required. Each employee and consultant engaged by DDT must always conduct themselves in a manner which preserves and enhances DDT’s reputation.

Each employee and consultant should be acquainted with the principles outlined in the Code and should adopt these principles in all of their business dealings. If necessary, guidance and any queries or concerns should be addressed to the Company Secretary in the first instance.

2 THE BOARD AND MANAGEMENT

The Board and senior managers are committed to support and will adhere to the Code. The Board’s view is that the Code will benefit DDT and is consistent with the strategies and long term interests of DDT.

3 DIRECTORS

Directors must conduct themselves in accordance with the law and best corporate practice and in particular comply with each of the following principles:

- Directors act in the best interests of DDT as a whole and with honesty and good faith.
- Directors use care and diligence when carrying out their duties as directors and act in a way that acknowledges their primary duty is to the shareholders of DDT while taking into account the interests of other stakeholders.
- Directors do not make improper use of their position as directors or of information obtained from their position as directors.
- Directors do not allow any personal conflicts of interest or any associate or related party to interfere with their duties to DDT.

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- Directors do not engage in conduct that is likely to attract negative publicity to DDT or is likely to damage the company's reputation.
- Each Director has a responsibility to exercise sound rational judgement and independence of mind and to take all reasonable steps to make proper enquiries when making decisions on behalf of DDT.
- Directors recognise and respect the confidentiality of information to which they are privy in the course of exercising their duties and agree to honour the confidentiality of that information.
- Consistent with these principles, Directors seek to ensure that DDT operates ethically, safely and profitably in the interests of all stakeholders.

4 SHAREHOLDERS

DDT acknowledges that shareholders expect the Directors, officers and employees to undertake their duties with diligence, honesty, integrity, care and skill.

DDT acknowledges that transparency in its conduct of business and the open discussion of strategies when appropriate are important in building shareholder loyalty and trust.

DDT undertakes to observe standards of corporate governance that are conducive to shareholder confidence and trust in its operations and management.

5 COMPLIANCE WITH THE LAW

5.1 Introduction

DDT employees should be aware of the following provisions of laws and regulations that are relevant to their work and ensure they comply with them.

5.1.1 *Competition and Consumer Protection*

The *Trade Practices Act 1974* promotes competition in business and protection of consumers. These laws generally prohibit anti-competitive behaviour, misuse of market power and misleading and deceptive conduct.

A breach of these competition laws will expose DDT and any employees or other individuals involved in such conduct to serious consequences including significant fines and awards of damages to businesses or individuals who sustain a loss or damage as a consequence of such unlawful conduct.

Under no circumstances must DDT employees and contractors engage in collusive conduct (eg, an understanding with a competitor on prices, volumes or terms of sale) and must always ensure that all products or services supplied by DDT are of the highest quality.

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If an employee or contractor is concerned or has a question in relation to how these competition laws will impact on their role with DDT or they believe there may be a breach of such laws they should notify the Company Secretary immediately.

5.1.2 Insider Trading

The *Corporations Act 2001* makes it unlawful to deal in shares of a company while in possession of material information about the company that has not been made publicly available. This is commonly known as insider trading. The penalties for insider trading include imprisonment.

It is unlawful for Directors, employees or related parties to buy, sell or otherwise deal in DDT shares if they are in possession of information concerning DDT that is not generally available and which, if it were generally available, would influence a person who commonly invests in securities to buy or sell DDT shares.

It is also unlawful to pass on such information to other persons or encourage others to buy, sell or otherwise deal in DDT shares in such circumstances.

The Share Trading Policy of DDT provides the guidelines and prohibitions relating to the trading of DDT's securities.

5.1.3 Disclosure of Interests

Directors must be meticulous in their disclosure of any material contract or relationship in accordance with the *Corporations Act*.

5.1.4 Privacy

The *Privacy Amendment (Private Sector) Act 2000* contains 10 National Privacy Principles that regulate, among other things, the way organisations collect and store personal information, protect the quality of personal information and use and share personal information with other organisations.

DDT respects the trust placed in it by clients, shareholders, suppliers and others to protect their personal information. The National Privacy Principles have been used to formulate DDT's Privacy policy, that can viewed on the Company's website.

6 ENVIRONMENT

All DDT employees and contractors must ensure their business activities are carried out so as to protect the health and safety of other employees, contractors, customers and the community and having regard to the protection of the environment.

DDT will use all reasonable endeavours to carry on its operations in an environmentally responsible and sustainable manner.

7 OCCUPATIONAL HEALTH & SAFETY

DDT is committed to the health and safety of its employees and to the elimination of hazardous practices and behaviour which could cause accidents, injury or illness to employees, contractors, visitors and the general public.

DDT undertakes to inform employees and contractors of its Occupational Health and Safety Policy.

Each manager, supervisor and contractor is accountable for health and safety performance in their areas. All employees must follow rules for safe and healthy operations and report hazards and injuries to their supervisors.

8 EQUALITY IN EMPLOYMENT

DDT aspires to a diverse workforce and to providing a work environment in which everyone is treated fairly, equally and with respect. Refer to the published *Diversity Policy*.

9 CONFIDENTIALITY

During the course of employment, employees and contractors may have access to confidential information or trade secrets about DDT and its customers, colleagues or competitors. This information must not be disclosed to any person or third party, either during their employment or after their departure from the Company, without prior written consent from Executive Management.

Confidential information includes, but is not limited to:

- (a) computer programs (software) and other technical creations or works, the copyright in which is owned by DDT or a DDT customer or in respect of which details of the source and or object codes are provided to DDT or its customer under circumstances of confidentiality; and
- (b) all information relating to the business of DDT including but not limited to any patents, trade secrets, drawings, know-how, techniques, financial information, business or marketing plans, arrangements or agreements with third parties, customer information and customer information proprietary to customers, formulae, customer lists, concepts not reduced to any material form, designs, plans, models and any information not publicly available;

but does not include information:

- (i) that is or becomes part of the public domain and;
- (ii) that was in an employee's or contractor's possession prior to commencement of employment with DDT and was not obtained as a result of any breach of a confidentiality obligation.

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Employees and contractors must not hold any copies of any confidential information owned by DDT or a DDT customer offsite from DDT Group or the customer, without the prior written consent of DDT or the customer.

10 CONFLICTS OF INTEREST

Employees should not engage in activities or hold or trade assets that involve, or could appear to involve, a conflict between their personal interests and the interests of DDT.

Unless prior permission is granted from DDT Executive Management, employees must not serve in any capacity as Director, Partner, Employee, Consultant, or Agent, whether paid or unpaid, in any other company or business if there is a possibility that their personal interests could conflict with those of DDT.

Employees must not take part in any business or activity in which they or their family have an interest, if there is or could be conflict between that interest and the employee's duties at DDT.

If in doubt, a conflict of interest should be disclosed to a manager or supervisor for consideration.

11 GENERAL CONDUCT

Directors, executives, officers and employees must:

- Not make unauthorised gains or payments. As a general rule DDT's directors, executives, officers and employees should not offer or accept gifts, services, discounts, gratuities or other gains to or from people who conduct business with DDT. Although small gifts or invitations to local or social events is generally acceptable, offering bribes to anyone is unacceptable and will not be tolerated.
- Use company assets only as authorised. DDT's assets are critical to business success and competitiveness. These assets include but are not limited to office equipment, computer systems (including the data on these systems), DDT brands and corporate charge cards. Any use of these assets must be authorised by a manager or supervisor.
- Not make unauthorised public statements. All care must be taken at public speaking arrangements, media releases and official appearances. All media enquiries should be directed to the Company Secretary and approval of management obtained before agreeing to speak at a public gathering.
- Treat their customers, consumers, suppliers and the general public with respect and ensure that all dealings are conducted honestly and with integrity.
- Not make unauthorised political donations on behalf of DDT. Only the Board may decide if a donation is to be made to a political organisation. Employees may attend political functions only in a personal capacity and not on behalf of DDT unless otherwise authorised.

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- Treat other employees with respect and dignity and work towards creating a workplace based on collaboration, subject to the boundaries of confidentiality.

12 COMPLIANCE

12.1 Responsibility for Monitoring Compliance

Each and every Director, executive, officer and employee of DDT is responsible for ensuring their individual compliance with the Code.

Managers and supervisors are responsible for ensuring that employees and contractors in their department or business unit comply with the Code.

12.2 Reporting Instances of Non-Compliance

All instances of non-compliance with the Code are to be reported:

- (a) in the first instance, to the manager or supervisor of the department or business unit of the person to which the report relates (which, in the case of a director is the Board); and
- (b) where the non-compliance constitutes a serious breach of the Code, to the Company Secretary.

Instances of non-compliance which constitute a serious breach of the Code include any conduct involving impropriety that:

- (a) constitutes fraud;
- (b) may have a serious impact on DDT; or
- (c) may compromise the reputation of DDT.

12.3 Consequences of Non-Compliance

DDT employees who breach this Code may, depending on the severity or consistency of the breach, face disciplinary action. In cases where the breach involves serious misconduct this may result in instant dismissal from the Company.

DDT contractors who breach this policy may, depending on the severity or consistency of the breach, have their contracts terminated in accordance with the terms stipulated in the Contractor Agreement.

In cases where a breach of the policy involves a breach of any law, the relevant government authorities or the police will be notified.

If an employee suspects a breach of this policy, they are encouraged to report it to their DDT Manager or Company Secretary.

13 ATTENDANCE AT BOARD MEETINGS

(Added 26 November 2009)

Directors will attend Board meetings in person;

Where directors cannot attend in person they should contact the Chairman and seek his consent for their personal absence from the meeting and attendance by telephone or some other acceptable means.;

In exercising discretion to grant consent to attend by means other than in person the Chairman will have regard to the reason for absence and to the length of notice given for the meeting;

If leave is granted to attend by means other than in person then the company will endeavour to provide communication facilities for the director to participate remotely;

The company will book directors' air fares and accommodation when necessary to attend meetings.

14 REVIEW

The Board will conduct an annual review of the Code to ensure that the Code continues to reflect the applicable laws and regulations and their spirit.

Directors, executives, officers and employees are encouraged to report any difficulties encountered by them in complying with the Code (including any inconsistencies between the Code and DDT's business practices).