



ORBX LIMITED

CODE OF CONDUCT

1 Objectives

This Code of Conduct applies to all officers (including directors and executives) and employees (together, **Employees**) of Orbx Limited (**Orbx**) and its subsidiaries (together, the **Group**). Directors and executives of Orbx are expected to lead by example and actively promote this Code of Conduct.

This Code of Conduct sets out the standards of conduct and behaviour that Orbx expects and requires of all of its people, based on its values and the law. This Code of Conduct promotes practices that foster Orbx's key values of:

- (a) acting with fairness, honesty and integrity;
- (b) providing a safe and healthy work environment for all Employees;
- (c) being aware of and abiding by all relevant laws and regulations;
- (d) not knowingly participating in any illegal or unethical activity;
- (e) meeting the expectations of shareholders, customers and the community;
- (f) maintaining high standards of professional behaviour;
- (g) avoiding or managing conflicts of interest;
- (h) not taking advantage of property or information for personal gain or to cause detriment to Orbx and its subsidiaries; and
- (i) striving to be a good corporate citizen, and to achieve community respect.

Orbx is committed to ensuring that high standards of honesty, integrity, ethics and legality are upheld and enforced. Employees are expected to be honest and ethical in dealing with each other, with customers and all other third parties. An important part of that process is establishing and adhering to a set of principles that guide the conduct of everyone associated with Orbx. This Code of Conduct refers to policies, procedures and guidelines aimed at ensuring that appropriate ethical standards, corporate behaviour and accountability are maintained across Orbx and its subsidiaries, from time to time.

Orbx will make its consultants and contractors aware of this Code of Conduct and will seek to ensure that consultants and contractors follow this Code of Conduct as if they were Employees.

2 Responsibilities under the Code

Each Employee must make himself or herself familiar with this Code of Conduct. If an Employee has any doubts about an issue or situation they should notify their manager (if relevant) or the Chief Executive Officer.

All Employees are responsible for actively reporting, in good faith, any inappropriate behaviour, corrupt practices, breach of the law and any breach of this Code of Conduct.

If an Employee is aware of, or suspects, a breach of this Code of Conduct or other inappropriate behaviour, the matter should be promptly reported by following the steps outlined in section 13. Retribution against a person for reporting or supplying information about a Code of Conduct or policy concern will not be tolerated.

Any person who breaches this Code of Conduct (including by failing to report a suspected breach, or by victimising another for reporting a concern) may be subject to corrective disciplinary action, including termination of employment for misconduct.

3 Compliance with laws and regulations

Orbx and its subsidiaries as well as their directors and officers are subject to various legal requirements, including financial, corporate, disclosure and fair trading requirements. Directors and officers also owe a number of fiduciary duties to Orbx. No director or officer may direct another Employee or any other person to violate any law on behalf of Orbx and its subsidiaries.

All Employees should comply with the duties and obligations that apply to them or Orbx under any relevant laws or regulations. Employees are encouraged to attend seminars presented by Orbx or other external service providers from time to time on relevant legal and industry developments. If an Employee needs help understanding any relevant laws and regulations, they should contact their immediate supervisor or manager (if relevant), or the Chief Executive Officer.

4 Fair dealing

Orbx aims to maintain high standards of ethical behaviour in all its dealings with shareholders, users, government, partners, suppliers and the community.

Employees are expected to perform their duties in a professional manner and act with integrity and objectivity, striving at all times to enhance the reputation and performance of Orbx. Employees must ensure that their actions, and the actions of those who report to Employees, deal fairly with the stakeholders listed above.

5 Conflicts of interest

Employees should avoid any situation that involves or may involve an actual or perceived conflict between the Employee's personal interests and the interests of Orbx and its subsidiaries.

A conflict of interest may occur when the interests of an Employee or relative or associate of the Employee, or a duty or obligation to some other person or entity, conflict with a person's duty or responsibility to Orbx.

Potential direct or indirect conflicts of interest of Employees or those acting on behalf of Orbx (or their family, relatives, friends or agents) should be avoided. If an Employee is concerned that they have a

potential conflict of interest they should disclose and discuss the matter with, and seek direction from, their manager or the Chief Executive Officer.

An Employee should report any potential or actual conflict of interests that they become aware of to their manager (if relevant) or the Chief Executive Officer. The Company Secretary will maintain a Conflict of Interests Register, containing details of all disclosures made, which will be provided to the Board on a periodic basis.

The following are some common examples that illustrate actual or apparent conflicts of interest that should be avoided. This is not intended to be an exhaustive list.

- (a) Employees should not exploit their position or relationship with Orbx for personal gain. Employees and their relatives and friends should not give unreasonable gifts to, or receive unreasonable gifts from, suppliers, partners, or members of the gaming or digital content industries. Employees should not accept a gift in circumstances in which it would appear to others that the gift has caused their business judgement to be compromised.
- (b) Employees should avoid having a significant ownership interest in any other enterprise if that interest compromises or appears to compromise their ability to comply with Orbx's policies or their loyalty to Orbx, irrespective of the capacity within which the ownership interest is held. This will not normally apply to interests in listed entities. However, if an Employee has any doubt about such an investment they should consult with the Chief Executive Officer or the Chief Financial Officer.
- (c) If an Employee learns of a business or investment opportunity through Orbx's information or their position at Orbx, they should not participate in the business or make the investment without approval from the Chief Executive Officer or the Chief Financial Officer.

6 Improper use or theft of property and assets

Employees are expected to be responsible for protecting any Orbx property and assets that are under their control and they should safeguard them from loss, theft and unauthorised use. Orbx's property and assets includes cash, securities, business plans, third party information, intellectual property (computer programs, software, models and other items), confidential information, office equipment and supplies.

As a general rule, Orbx's property and documents should not be removed from official premises without a good and proper reason. If removed, they should be stored in a secure manner and covered by appropriate insurances.

Employees should use common sense and observe standards of good taste regarding content and language when creating documents that may be retained by Orbx or a third party. Orbx's electronic communications systems should not be used to access or post material that is pornographic, obscene, sexually-related, profane or which is otherwise offensive or violates Orbx's policies or any laws or regulations. In addition, any use of Orbx's electronic communications systems for non-business purposes should:

- (a) be occasional;
- (b) not interfere with professional responsibilities;
- (c) not diminish productivity; and

- (d) not violate this Code of Conduct or any other Orbx policies.

7 Confidentiality

In the course of business, Employees will have access to business or personal information about the affairs of Orbx, its Employees, users, suppliers and its business partners. The information may include business strategies, marketing and sales plans, competitive analysis, financial plans and forecasts, user data, sales information, Employee information, supplier information and pricing. Each of the parties expects the confidential nature of the information they have given in good faith to be respected.

Employees must keep confidential information acquired while they are with Orbx, or acting on behalf of Orbx, confidential, even after they leave or cease their engagement with Orbx and its subsidiaries.

Employees must not access or request or make improper use of or transfer or disclose confidential information to anyone else except as required by their position or as authorised or legally required. If it advertently comes into their possession it should be returned immediately.

If an Employee is required by an authority to provide confidential information that has not been otherwise authorised, they must notify the Chief Executive Officer or the Chief Financial Officer.

8 Privacy

Orbx respects the privacy of others and will only use personal information collected from Employees for legitimate purposes relating to their position with Orbx. Employees should familiarise themselves with and comply with Orbx's procedures in relation to privacy.

9 Continuous disclosure and public communications

9.1 *Continuous disclosure*

Orbx has adopted a Continuous Disclosure Policy relating to its obligations under the Corporations Act and the ASX Listing Rules to keep the market fully informed of information that may have a material effect on the price or value of Orbx's securities.

Employees should ensure they are aware of, and act in accordance with the requirements of, the policy. A copy of the Continuous Disclosure Policy is available on Orbx's website.

9.2 *Other public communications*

Employees are responsible for the integrity of the information, reports and records under their control and are expected to exercise a high standard of care in preparing materials for public communications.

Documents should:

- (a) comply with any applicable legal requirements;
- (b) comply with Orbx's Continuous Disclosure Policy;
- (c) not contain any false or intentionally misleading information, nor intentionally misclassify information; and
- (d) comply with privacy requirements and any applicable requirements protecting confidential information.

10 Employment

10.1 *Equal opportunity and anti-discrimination*

Orbx is committed to:

- (a) equal employment opportunity; and
- (b) a workplace free from any kind of discrimination, harassment or intimidation of Employees.

Orbx will promptly investigate all allegations of harassment, bullying, victimisation or discrimination and will take appropriate corrective action. Retaliation against individuals for raising claims of harassment or discrimination will not be tolerated.

10.2 *Diversity*

Orbx recognises the value and unique contribution that all people make on account of their individual skills, experiences and perspectives, and how this fosters a constructive and inclusive work culture. In support of this recognition, Orbx has implemented a Diversity Policy designed to value and improve diversity in the workplace.

Employees should familiarise themselves with the Diversity Policy so that their actions are consistent with Orbx's diversity objectives and principles. The policy is available on Orbx's website.

10.3 *Occupational health and safety*

Orbx is committed to maintaining a healthy and safe working environment for its Employees. All appropriate laws and internal regulations (including work health and safety laws) should be fully complied with.

Misusing controlled substances or alcohol or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs on the job will not be tolerated.

Employees should be aware of all relevant standards and procedures adopted by Orbx to ensure the workplace is safe and without risk to the health of Employees and others and follow any lawful and reasonable instructions consistent with those policies and procedures.

10.4 *Securities trading*

Orbx has adopted specific guidelines for dealing in Orbx's securities. Employees should review the Securities Trading Policy and ensure they act in accordance with that policy. The policy is available on Orbx's website.

10.5 *Bribes, inducements and commissions*

Orbx does not condone the giving or receiving of any bribe, commission or inducement, which may influence business decisions or compromise independent judgement, whether through an intermediary or otherwise, in any circumstance, even if it might be culturally acceptable.

Employees should not pay or receive any bribes, inducements or commissions (this includes any item intended to improperly obtain favourable treatment, whether from or to government bodies or otherwise). In addition, 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 or integrity of Orbx.

The giving and receiving of bribes, inducements and commissions is against Orbx's policy and the laws of countries where Orbx conducts business. Any Employee found to be receiving, accepting or condoning a bribe, commission or inducement, or attempting to initiate such activities may be liable for termination and possibly criminal proceedings.

Orbx has implemented an Anti-Bribery and Anti-Corruption Policy designed to set out the responsibilities of Employees in observing and upholding Orbx's position on bribery and corruption and the provide information and guidance on how to recognise and deal with bribery and corruption issues. Employees should familiarise themselves with this policy so that their actions are consistent with the objectives and principles in that policy. The policy is available on Orbx's website.

11 Politics and community

An Employee may voluntarily participate in the political process as an individual. An Employee should not engage in actions that could cause someone to believe that their actions or statements reflect the views or position of Orbx.

Orbx is a responsible corporate citizen and actively supports the communities in which it operates. Orbx provides information about itself in response to reasonable and responsible requests.

Orbx supports and encourages its Employees to actively contribute to the needs of the community. Orbx requirements for making donations or sponsorship on behalf of Orbx must be complied with by Employees.

12 Environment and Social Responsibility

Orbx is committed to maintaining an environment that takes into consideration the social, ethical and environmental consequences of Orbx's activities. Employees should ensure they comply with all appropriate laws and internal regulations in respect of the social, ethical and environmental practices of Orbx.

13 Reporting unlawful and unethical behaviour

It is recognised that breaches of the Code of Conduct may occur from time to time. It is expected that any such breaches will be inadvertent and without intent, however, it should be clearly understood that any such breaches may result in disciplinary action or other penalty including termination.

If an Employee considers that a potential breach of the Code of Conduct has occurred, they should promptly report it to the Chief Executive Officer, who will in turn report such breaches to the Board. Employees will have the benefit of protections applicable under legislation in relation to whistle-blowing. Orbx will not tolerate retaliation in any form against a person who in good faith reports a suspected violation of the Code of Conduct.

When it is considered that a breach of the Code of Conduct has occurred, the handling of the process is to be administered by the Chief Executive Officer taking into account the severity of the misconduct and applicable laws. Where breaches are considered to be of a serious nature, penalties may be imposed on the offender ranging from counselling to dismissal. In such instances Orbx will act objectively, fairly and equitably and consistent with any applicable provisions or requirements in an employment contract.

Orbx reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law.

14 Scope of this Code of Conduct

This Code of Conduct applies to Orbx and its operations globally. However, as Orbx is a multinational company operating in various jurisdictions, this Code of Conduct may be supplemented with specific guidance relevant to a local jurisdiction's operations.

If any Group entity has a local Code of Conduct or more specific policies or procedures which apply to you, the local Code of Conduct or more specific policy or procedure will prevail to the extent of any inconsistency with this policy.

15 Related policies and procedures

Orbx has implemented other policies and procedures dealing with specific issues which are touched on in this Code of Conduct. These include:

- Diversity and Inclusion Policy
- Global Whistleblower Policy
- Securities Trading Policy
- Continuous Disclosure Policy
- Anti-Bribery and Anti-Corruption Policy

You should familiarise yourself with all Orbx policies and procedures relevant to your location of work and employment status.

16 Conclusion

While this Code of Conduct endeavours to address a wide range of business practices and procedures, it cannot anticipate every issue that may arise and is intended to provide a set of guidelines on what is considered acceptable and appropriate behaviour. Employees are responsible to ensure that they act ethically and lawfully at all times.

17 Disclaimer

This Code of Conduct is a statement of certain fundamental principles, policies and procedures that govern actions in the conduct of Orbx's business. It is not intended to and does not create any rights in any director, executive, consultant, Employee, supplier, competitor, shareholder or any other person or entity.

18 Further information

Any person who has questions about this Code of Conduct or who requires further information should contact the Chief Executive Officer.

19 Review of this Code of Conduct

This Code of Conduct may be amended by the Board of Directors from time to time, to ensure that it is operating effectively.

Approved by the Board of Directors of Orbx Limited.