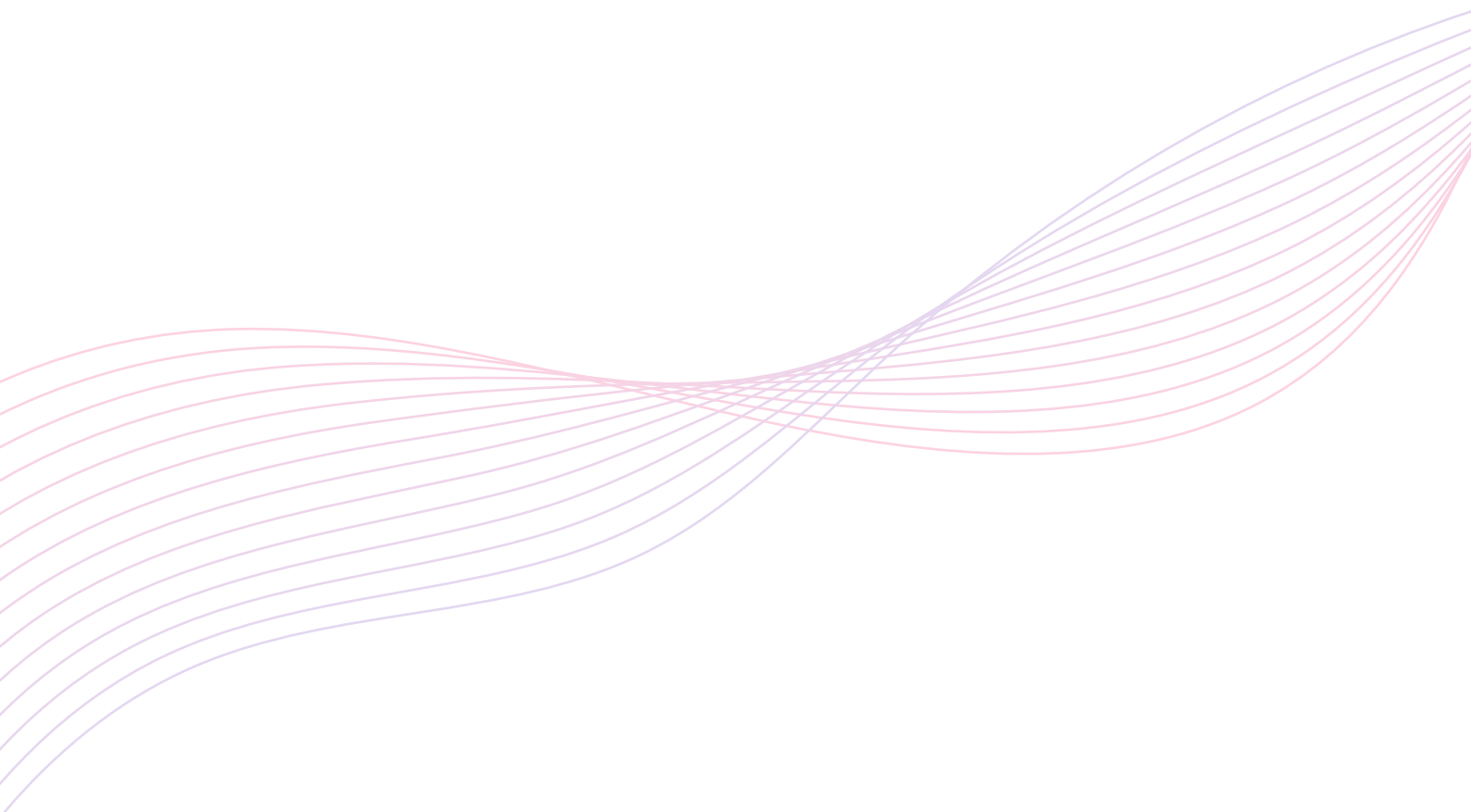


CODE OF CONDUCT

Soprano Design Pty Ltd (abn 50 066 450 397) and all subsidiaries.



A NOTE FROM OUR EXECUTIVE CHAIRMAN

Dear colleague,

As the founder of Soprano, the reputation of our business is something that I take very personally. To achieve our vision, our mission and our purpose, it is essential that we not only achieve great outcomes for our customers but that we achieve outcomes in the right way – acting as an ethical and responsible corporate citizen. The Soprano Board is committed to achieving high standards of corporate governance and business conduct, which are key to the performance of our business as a trusted supplier of messaging solutions to our customers.

This Code of Conduct expresses the core values that drive our behavior and our aspirations. It provides guidance to everyone in the Soprano team, including our suppliers and contractors and anyone who works with or for us. It also extends to all Directors. I encourage you to take time to read and understand this Code of Conduct. The Board will adhere to the values and standards in the Code of Conduct and I expect you to do the same. By doing so, we can continue to grow a business we can all be proud of.

Dr Richard Favero

PART A - INTRODUCTION

Purpose of this Code

Soprano is committed to a high level of integrity and ethical standards in all of its business practices. We need to conduct ourselves in a manner consistent with current community and business standards and in compliance with all relevant laws.

The Code of Conduct outlines how we expect our representatives to behave and conduct business in the workplace on a range of issues. It includes legal compliance and guidelines on appropriate ethical standards.

Application.

All employees and directors must comply with the Code of Conduct. It applies to all business activities with suppliers, contractors, customers, shareholders, employees and agency temps in Australia and overseas.

Responsibility lies with every person covered by the Code of Conduct to conduct themselves in accordance with the expectations set out in the Code.

How this Code interacts with other Soprano policies.

You should read the Code of Conduct alongside Soprano's other corporate policies, which are available on our intranet. We regularly assess and upgrade our policies and procedures to ensure compliance with corporate governance requirements.

Key principles.

The Code of Conduct can't cover every ethical issue that you might face, nor every law and policy that applies to Soprano in the many countries that it operates. You should be guided by the key values that sit behind this Code of Conduct, namely:

- our actions must be governed by high standards of integrity and fairness;
- our decisions must be made in accordance with the spirit and letter of the law; and
- our business must be conducted honestly and ethically, with our best skills and judgment, and for the benefit of customers, employees, shareholders and the Company alike.

Remember

We expect you to carry out your work with a clear conscience. It may help to ask yourself the following questions about the actions you are considering in a particular situation:

- Would you feel comfortable telling your family or work colleagues about it?
- Would you be comfortable if your actions were reported in a newspaper or on a website?

If the answer to either of these questions is "no", it's likely that the conduct breaches this code.

If you have any questions regarding the Code of Conduct or any of Soprano's policies at any time, please speak to your manager, a member of the legal team or contact the Company Secretary.

PART B - HOW WE CONDUCT OURSELVES

We comply with the laws in the countries where we operate

You should be aware of, and comply with, your duties and obligations under the laws and regulations relating to your work. You should:

- actively understand the laws which affect or relate to Soprano's operations in the location of your work;
- use the training and resources provided by Soprano or other external service providers to maintain your knowledge of the laws and regulations, and to increase your awareness of relevant legal and industry developments; and
- interpret the law in a way which reinforces the Company's reputation for integrity.

If you have a question as to whether particular laws apply or how they may be interpreted, please contact a member of Soprano's legal team.

We hold ourselves to a high standard in all dealings.

Soprano aims to maintain a high standard of ethical behaviour in conducting its business, and to behave with integrity in all dealings with customers, shareholders, government, employees, suppliers and the community.

Examples:

In contract negotiations, this means being accurate and complete in all representations. The submission to a customer of a proposal, quotation or other document or statement that is false, incomplete or misleading can result in civil and/or criminal liability for the corporation and the involved employees who condone such a practice.

When developing and delivering quality products, this means we ensure that the product will meet all legal requirements, contractual obligations and company quality standards. When selling our products, this means that we do not give undertakings about unannounced products or product developments without the written approval of our CEO. When making a job offer to a new candidate, this means fairly representing the role, compensation and future opportunities.

We avoid conflict of interest.

You need to act in the best interest of Soprano at all times. You should avoid situations where your own personal interests, including your financial and business interests, conflict with (or have the potential to conflict with) your work duties or Soprano's best interests.

You are responsible for notifying Soprano of any conflicts of interest (actual or potential). If you are concerned that you may have a conflict of interest, you should disclose that interest and discuss the matter with your manager.

Examples:

Don't accept unreasonable gifts from, or give unreasonable gifts to, our customers or suppliers. Soprano deems a gift over AUD \$200 (or local equivalent) as unreasonable – but you need to avoid any gift that has the potential to influence (or be perceived to influence) a decision or outcome.

You should avoid having any significant ownership interest or financial stake in another business if that business compromises (or appears to compromise) your responsibility to act in the best interests of Soprano. You must not take advantage of property, information or other opportunities arising from your role at Soprano, including the use of our information for personal gain, or by passing such information to others.

We are careful about how we handle confidential information and personal data

Soprano respects your privacy and privacy of others. We treat personal and confidential information with an appropriate level of care and take steps to keep such information secure and to prevent unauthorised disclosure. When handling information, you need to comply with Soprano's privacy and security policies.

We keep full and accurate information about our business activities in accordance with legal requirements. If you are responsible for maintaining such information, you must not misrepresent, falsify or make any improper alteration to these records.

Remember

"Personal Data" is any information relating to physical persons, identified or identifiable (e.g. full name of a person, social security number, computer ID, or a photograph of a person which could lead to them being identified).

You must:

- Collect and process personal data in compliance with applicable laws and our Privacy Management Policy.
- Only retain data for as long as is necessary for their processing purpose and in accordance with our Information Retention Policy and our Data Retention Guidelines set out in the Process for the collection of PII.
- Report data privacy incidents to the point of contact set out in our Information Security Incident Management Policy.

"Confidential Information" is any information of Soprano, that is not in the public domain, and that we must protect from unauthorised use or disclosure, because such use or disclosure could cause a significant level of risk to Soprano (e.g. information concerning the products, services, customers, suppliers, personnel, working methods, know-how, action plans, intellectual property, business methods, documentation, organisation, business strategies and systems, accounting, financial, forecasting, etc. to which employees have access in the carrying out of their duties).

You must not:

- Use data, information or documents obtained during your professional activity for your own benefit.
- Communicate information about the strategies and policies of Soprano to third parties, except in compliance with the applicable legislation or when explicitly authorised to do so.
- Use the confidential data, information or documents of a third-party company without its written authorisation.

We maintain a positive, safe work environment.

We value diversity and inclusion and the benefits they bring to our business. We are committed to:

- equal employment opportunity;
- compliance with the letter and spirit of a full range of fair employment practices and anti-discrimination laws; and
- a workplace free from any kind of discrimination, harassment or intimidation of employees.

Soprano 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.

We are committed to maintaining a healthy and safe working environment for our employees. All appropriate laws and internal regulations (including occupational health and safety laws) must be complied with. Nothing is so urgent that it cannot be done safely.

We are careful when we communicate publicly.

You are responsible for the integrity of the information, reports and records that you control, and you are expected to exercise the highest standard of care in preparing materials for public communications. Those documents and materials should:

- comply with applicable legal requirements;
- fairly and accurately reflect the transactions or occurrences to which they relate;
- not contain any false or intentionally misleading information, nor intentionally misclassify information; and
- be in reasonable detail and recorded in the proper account and in the proper accounting period.

Media statements and official announcements may only be made by persons authorised under the Disclosure Policy. If you receive a request for information and you are not authorised to respond to the enquiry, please refer the request to the appropriate person. Unless the CEO has given prior written consent, you must not participate in public forum discussions (including internet-based forums) and social media platforms where the subject matter is related to Soprano, its competitors or the industry in which Soprano operates.

We are a responsible member of the community

Soprano is a responsible corporate citizen and we actively support the communities in which we live and work. Each employee is expected to uphold our commitment to pursue good corporate citizenship while engaging in corporate activity.

It is our policy to pay applicable taxes in accordance with the laws and regulations in the countries in which we operate, taking into account not only the letter of the law but also the intent underlying the laws. We do not use tax havens for the purposes of tax avoidance.

We are committed to doing business in an environmentally responsible manner and identifying environmental risks that may arise out of our operations.

We don't use our business to advance political causes. You are free to participate in the political process as an individual, but we ask that you do not engage in actions that could cause someone to believe that your actions reflect the views or position of Soprano if that is not the case. It is against Soprano policy to use corporate funds for political purposes.

We must each act with honesty and integrity, combating bribery & corruption.

At Soprano we are committed to countering bribery and corruption in all the jurisdictions in which we operate. Corrupt activities are not only a breach of this Code, but also a serious violation of civil and criminal anti-corruption and anti-bribery regulations that may result in heavy fines, both for Soprano and for employees who may also be personally liable.

You must not pay or receive any bribes, facilitation payments, inducements or commissions (this includes any item intended to improperly obtain favourable treatment or avoid unfavourable circumstances) or otherwise act in an unethical way. Agreeing not to act may have the same ramifications as acting in an unethical way.

Remember

A bribe is a form of corruption that involves offering, promising or providing a benefit or anything of value, either to a public official or someone in business, in order to improperly obtain or retain an improper business advantage or to induce or reward improper conduct or an improper decision.

"Anything of value" may include goods, services or merchandise, such as, but not limited to, cash, gifts, donations, travel perks, free accommodation, discounts, financial loans, the promise of future employment, etc.

You must not act in any way that could cause harm to Soprano's reputation or market position during or after your employment. Employees have a duty to act in a manner that merits the continued trust and confidence of the public.

In order to promote a culture of honesty and integrity and to comply with applicable anti-corruption and anti-bribery laws, Soprano has implemented an Anti-Bribery and Corruption Policy defining clear rules that all Soprano employees must comply with.

PART C - BREACHES OF THIS POLICY

Speaking up

We encourage you to speak up if you see something that doesn't meet with expectations set out in this Code, breaches a Soprano company policy, or is potentially illegal. You can report your concern to your manager or to the Company Secretary if you are comfortable with this.

Alternatively, Soprano has put in place a Whistleblower Policy, which will allow you to report a breach (or potential breach) confidentially and anonymously. Soprano is committed to ensuring that you are not disadvantaged or discriminated against for reporting unacceptable conduct in good faith. Our Whistleblower Policy sets out the protections available to whistleblowers in further detail, along with the process we follow to investigate reported conduct.

Consequences of breaching the Code.

Breach of this Code may result in disciplinary action being taken against relevant employees, including dismissal in serious cases.