

CODE OF CONDUCT

AMAERO INTERNATIONAL LIMITED ("Company")

Version: 1
Approved by the Board: 18 October 2019

1 Objectives

This Code of Conduct has been established by the Board and applies to all Personnel of the Company. The Company is committed to complying with all applicable laws and regulations and to delivering strong returns and shareholder value while also promoting shareholder and general market confidence in the Company. The Company is also committed to acting ethically and responsibly in its dealings with third parties. The Code of Conduct is designed to set out the practices which are necessary to maintain confidence in the Company's integrity.

The objectives of this Code of Conduct are to ensure that:

- (a) high standards of corporate and individual behaviour are observed by all Personnel;
- (b) Personnel are aware of their responsibilities to the Company; and
- (c) all persons dealing with the Company, whether it be Personnel, shareholders, suppliers or competitors, can be guided by the stated values and practices of the Company.

The Company is committed to complying with this Code of Conduct and requires all Personnel to comply with it. Personnel must comply with both the spirit as well as the letter of all laws and regulations which apply to the Company and the principles of this Code of Conduct. Further, Personnel should always use due care and diligence when fulfilling their role or representing the Company and should not engage in any conduct likely to bring discredit upon the Company.

2 Conflicts of Interest

A conflict of interest occurs when a Personnel's interests interfere, or appear to interfere, with the Company's interests. The Company expects Personnel to act honestly, ethically and responsibly, with high standards of personal integrity and in good faith at all times and, in a manner which is in the best interests of the Company as a whole and that would not negatively affect the Company's reputation.

Personnel will conduct their personal activities in a manner that is lawful and avoids possible, actual or perceived conflicts of interest between the Personnel's personal interests and those of the Company. Personnel (other than directors) must promptly disclose to their immediate senior officer any actual or potential conflict of interest of which they become aware. Directors (executive and non-executive) must promptly disclose to the Board any actual or potential conflict of interest of which they become aware.

3 Corporate Opportunities

Personnel will not:

- (a) take advantage of the property or information of the Company or its customers, their position or opportunities arising from these, for personal gain or to cause detriment to the Company or its customers;
- (b) use the Company's assets and property (including the Company's name) or information for any purposes other than lawful purposes authorised by the Board;

- (c) enter into any arrangement or participate in any activity that would conflict with the Company's best interests or that would be likely to negatively affect the Company's reputation;
- (d) disclose any of the Company's information, except where disclosure is permitted or required by the Company's bylaws, law or the ASX Listing Rules; or
- (e) offer or accept bribes, inducements, commissions or misuse company assets and resources.

4 Trading in Securities

Personnel will ensure that all trading in securities, including trading in securities of the Company, is in accordance with the Company's Securities Trading Policy. The purpose of the Securities Trading Policy is to ensure compliance with the law and to minimise the scope for misunderstandings or suspicions regarding Personnel trading in securities while in possession of non-public price sensitive information.

5 Confidentiality

Personnel will maintain and protect the confidentiality of the Company's information, except where disclosure is allowed by the Board or is required by law.

Personnel will not make improper use of any information acquired by virtue of being an employee of the Company, including the use of that information for personal gain or the gain of another party or in breach of a person's privacy.

6 Responsibilities to Key Stakeholders

Personnel will always deal with stakeholders, including shareholders, customers, suppliers, competitors and other Personnel, in a manner that is lawful, diligent and fair and with honesty, integrity and respect.

7 Compliance with Applicable Laws, Regulations and Rules

Personnel will always act in a manner that is compliant with all laws and regulations that apply to the Company and its operations.

Personnel will act in compliance with this Code of Conduct and the Company's other policies.

Personnel will treat fellow employees with respect and not engage in bullying, harassment or discrimination.

Personnel will not knowingly participate in any illegal or unethical activity.

Personnel shall report any actual or potential breaches of law, this Code of Conduct or the Company's other policies to the Company's Audit and Risk Committee (as established by the Board from time to time). If ever in doubt, Personnel should seek advice immediately.

8 Compliance with the Company's Statement of Values

Personnel will always act in manner that is compliant with the Company's Values as set out in the corporate governance section of the Company's website.

9 Employment Practices

The Company aims to provide a work environment in which all Personnel can excel regardless of race, religion, age, disability, gender, sexual preference or marital status. The Company will from time to time maintain various policies relating to the workplace, including the Company's Diversity Policy. Personnel should familiarise themselves with these policies and ensure that they comply with them.

10 Reporting Concerns

The Company requires all Personnel who become aware of an actual or suspected violation of this Code of Conduct to report to their immediate senior officer (the **Reporting Person**). The Company will ensure that Personnel are not disadvantaged in any way for reporting violations of the Code of Conduct or other unlawful or unethical conduct and that matters are dealt with promptly and fairly.

Upon receipt and investigation of a notification of an actual or suspected violation of this Code of Conduct, the Reporting Person shall escalate the complaint for further investigation or action to the Chief Executive Officer or the Chair as appropriate depending on the nature and circumstances of the reported violation.

The Chief Executive Officer or the Chair as appropriate must inform the remuneration and nomination committee of the Company of all material breaches of this Code of Conduct.

11 Compliance

The Board is responsible for monitoring compliance with this Code of Conduct.

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

12 Review of the Policy

This Code of Conduct will be reviewed periodically and amended as required by the Board to ensure the effectiveness of its operation.

13 Definitions

Unless the context provides otherwise, capitalised terms in this Code of Conduct are defined below:

Board means the board of directors of the Company.

Control has the meaning given to it under the Corporations Act 2001 (Cth).

Personnel means a director (executive or non-executive), officer, employee, authorised representative, contractor or consultant of the Company or any Subsidiary of the Company.

Subsidiary has the meaning given to it under the Corporations Act 2001 (Cth) and for the purposes of this Policy, also includes any entity which the Company Controls, or in which the Company holds a Controlling interest in excess of 20% of the shares in that entity.