



VMOTO LIMITED

ACN 098 455 460

("Company")

CODE OF CONDUCT

This Code of Conduct aims to encourage the appropriate standards of conduct and behaviour of the Directors, officers, employees and contractors (collectively called the employees) of the Company, in support of the Company's values, as articulated and approved by the Board.

Employees are expected to act with integrity and objectivity, in accordance with the Company's stated values and best interests and striving at all times to enhance the reputation and performance of the Company.

GENERAL PRINCIPLES

1. Employees of the Company must act honestly, in good faith and in the best interests of the Company as a whole.
2. Employees have a duty to use due care and diligence in fulfilling the functions of their position and exercising the powers attached to their employment.
3. Employees must recognise that their primary responsibility is to the Company's shareholders as a whole.
4. Employees must act ethically and responsibly and not take advantage of their position for personal gain, or the gain of their associates.
5. Directors have an obligation to be independent in their judgements.
6. Confidential information received by employees in the course of the exercise of their duties remains the property of the Company. Confidential information can only be released or used with specific permission from the Company.
7. Employees have an obligation, to comply with all laws and regulations that apply to the Company.

The Company views breaches of this Code as serious misconduct. Employees who have become aware of any breaches of this Code must report the matter immediately to their line manager or the Company Secretary. The line manager or Company Secretary has the responsibility to report the breach to the appropriate senior management and to advise the relevant employee of the outcome and actions implemented. Any material breaches of the Code must be reported to the Board.

Any employee who in good faith, reports a breach or a suspected breach will not be subject to any retaliation or recrimination for making that report.



Employees who breach the policies outlined in the Code may be subject to disciplinary action, including in the case of serious breaches, dismissal.

DIRECTORS

The following additional comments apply to Directors of the Company and aim to ensure Directors have a clear understanding of the Company's expectations of their conduct.

Fiduciary duties

All Directors have a fiduciary relationship with the shareholders of the Company. A Director occupies a unique position of trust with shareholders, which makes it unlawful for directors to improperly use their position to gain advantage for themselves.

Duties of Directors

Each Director must endeavour to ensure that the Company is properly managed so as to protect and enhance the interests of all shareholders. To this end, Directors need to devote sufficient time and effort to understand the Company's operations.

Directors should ensure that shareholders and the ASX are informed of all material matters which require disclosure and avoid or fully disclose conflicts of interest.

Conflict of interest

At all times a Director must be able to act in the interests of the Company. Where the interests of associates, the personal interest of a Director or a Director's family may conflict with those of the Company, then the Director must immediately disclose such conflict and either:

- (a) eliminate the conflict, or
- (b) abstain from participation in any discussion or decision-making process in relation to the subject matter of the conflict.

Executive Directors must always be alert to the potential for a conflict of interest between their roles as executive managers and their fiduciary duty as Directors.

INSIDER TRADING

All Directors, officers and employees must observe the Company's Securities Trading Policy. In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods when Directors, officers and employees are permitted to buy and sell the Company's securities.

STAKEHOLDERS

The Board recognises that the primary stakeholders in the Company are its shareholders. Other legitimate stakeholders in the Company include employees, customers and the general community.



The Company's primary objective is to create shareholder wealth through capital growth and dividends by the continued development and application of its various products and the provision of innovative customer and market focused solutions within the electric vehicle industry and related industries. This is achieved by the design, manufacture and sales of the Vmoto motorcycle brand.

The Company is committed to conducting all its operations in a manner which:

- (a) protects the health and safety of all employees, contractors and community members;
- (b) recognises, values and rewards the individual contribution of each employee, treats employees with respect and discourages bullying, harassment or discrimination;
- (c) achieves a balance between economic development, maintenance of the environment and social responsibility;
- (d) maintains good relationships and deal fairly with customers, suppliers and the local community; and
- (e) is honest, lawful and moral.

All employees (including Directors) are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

ANTI BRIBERY AND CORRUPTION

The Company has a zero-tolerance approach to bribery and corrupt conduct and is committed to acting professionally, fairly and with integrity in all business dealings.

Bribery and corruption are defined as:

- (a) Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages; and
- (b) Corruption is the abuse of entrusted power for private gain. Corruption can take many forms including, but not limited to official misconduct, blackmail, unauthorised use of confidential information, fraud and theft.

All Directors, officers and employees of the Company are prohibited from engaging in bribery and corrupt conduct.

The Company prohibits the offering of acceptance of gifts, entertainment or hospitality in circumstances which would be considered to give rise to undue influence. All Directors, officers and employees must notify the Managing Director or Chair of any gifts and/or benefits, either offered or accepted and valued at AUD\$500 or more, to safeguard and make transparent their relationships and dealings with third parties.

The Company does not make political donations or payments.



Charitable donations can in some circumstances be used as a disguise for bribery. In the event the Company intends on giving a charitable donation, it must be clear who the actual recipient of the donation is and for whose benefit the donation is ultimately made.

Corrupt conduct will not be tolerated by the Company.

Disciplinary action up to and including dismissal will be taken in the event of any Director, officer or employee participating in bribery or corruption.

BREACHES OF THE CODE OF CONDUCT

Material breaches of this Code of Conduct must be reported to the Board by the Managing Director on becoming aware of the breach.

In the event the breach of the Code of Conduct is by the Managing Director, the Chair must report it to the Board.

Breaches of certain sections of this Code of Conduct may be punishable under legislation.

Breaches of this Code of Conduct may lead to disciplinary action.

This policy is reviewed **annually**.