

MANUAL	: FINANCE MANUAL	NUMBER	: FM-500
APPLIED AT	: All Clover Corporation directors, senior executives and employees	ISSUED	: 31/07/20
		LAST UPDATED	: 31/07/20
APPROVED BY	: Clover Corporation Board	VERSION NO.	: 001
TITLE	: Code of Conduct and Ethics	AUTHOR(S)	: Paul Sherman

1. Code

A code of conduct and ethics is a set of principles which determines appropriate and desired behaviour which you are expected to know and observe and demonstrate at all times.

2. Purpose

The purpose of this Code of Conduct and Ethics is to ensure all directors, senior executives and employees of Clover Corporation Limited or a wholly-owned subsidiary (**Clover Corporation** or **Company**) behave appropriately and practice standards of professional and personal conduct that are consistent with Clover Corporation's values and uphold the reputation of the organisation.

3. Scope

This Code of Conduct and Ethics applies to all of Clover Corporation's directors, senior executives and employees (whether permanent, part-time, casual or temporary) and to all business activities of Clover Corporation with suppliers, contractors, customers, shareholders and employees worldwide.

Responsibility lies with every person covered by this Code of Conduct and Ethics to familiarise themselves with its content, and to conduct themselves in accordance with this Code.

4. Responsibilities

All directors, senior executives and employees must:

- comply with this Code of Conduct and Ethics;
- act at all times in accordance with Clover Corporation's stated values and in the best interest of Clover Corporation;
- act honestly and with high standards of personal integrity;
- comply with all laws and regulations that apply to Clover Corporation and its operations;
- act ethically and responsibly;
- treat colleagues with respect and not engage in bullying, harassment or discrimination;
- disclose and deal appropriately with any conflicts of interest between their personal interests and their duties as a director, senior executive or employee (as the case may be);
- not take advantage of the property or information of Clover Corporation or its customers for personal gain or to cause detriment to Clover Corporation or its customers;
- not take advantage of their position or the opportunities arising therefrom for personal gain; and

Number:	Page 1 of 8	Approved by:	
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- report a breach of this Code to the appropriate person or body in the organisation (see below).

Leaders/managers/supervisors must also:

- communicate this Code of Conduct and Ethics to the employees under their supervision;
- take a leadership role in observing and promoting the behaviour and standards in this Code of Conduct and Ethics and related policies; and
- take immediate action where an employee reports to them or they become aware of a potential breach of this Code of Conduct and Ethics, and advise the CEO where appropriate.

Finance, Audit and Risk Committee must:

- review and discuss with management the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs;
- review the procedures the Company has in place to ensure compliance with laws and regulations (particularly those which have a major potential impact on the Company); and
- review the Company's policies and culture with respect to the establishment and observance of appropriate ethical standards (including this Code of Conduct and Ethics).

5. Your Obligations

Clover Corporation's Code of Conduct and Ethics covers but is not limited to the following:

Compliance with Laws and Regulations

You should be aware of and comply with your duties and obligations under all applicable laws and regulations relating to your work, of the countries in which Clover Corporation operates. Further, any trading of Clover Corporation's shares on the ASX will be strictly in accordance with the Company's Share Trading Policy.

Fair Trading and Dealing

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

When dealing with others, you must:

- perform your duties impartially in a professional manner;
- act with the utmost integrity and objectivity; and
- strive at all times to enhance Clover Corporations reputation and performance.

Number:	Page 2 of 8	Approved by:	
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You are expected to comply with any lawful and reasonable direction given to you by a manager or a person who is authorised to give you directions in the course of your service to the Company.

You are expected to know and act within the limits of your authorities and abide by all Clover Corporation policies and procedures as amended from time to time.

Disclosure and Conflicts of interest

You are required to treat the business affairs and records of Clover Corporation as strictly private and confidential. You are expected to not make public comments or disclose any business information without prior written authorisation from your manager, or in the case of a director, the board.

You are responsible for notifying Clover Corporation of any conflicts of interest (actual, potential or perceived) between your personal interests and your duties to the Company. If you are concerned that you may have a conflict of interest, you should disclose that interest and discuss the matter with your manager, or in the case of a director, the board.

What is a conflict of interest?

Conflict of interest may arise where your personal or other professional or business interests are at odds with your duty to act in the best interests of Clover Corporation or any of your other duties to the Company. You need to be aware of the potential for a conflict of interest to arise and should always act in the best interests of Clover Corporation.

You are required to avoid any conflict of interest between your private activities and your responsibilities in the conduct of Clover Corporation business, real or apparent, and are not to improperly take advantage of your position in Clover Corporation or of information obtained in the course of your employment or other engagement with the Company to gain an advantage for yourself or someone else or to cause detriment to the Company.

Confidentiality

You must not disclose or use in any manner, confidential information about Clover Corporation, its customers, suppliers or its affairs, that you acquire during your employment or other engagement with Clover Corporation, unless the information is already legitimately public knowledge. This obligation continues to apply after you leave the Company. You must not make improper disclosure, including inadvertent or careless disclosure, of competitive business strategies and plans, special methods of operation and other information that is of competitive value to Clover Corporation.

Definition of 'confidential information' in this context means any information in respect of Clover Corporation's business that is not available to the public and includes documents, books, accounts, processes or other 'know how' that is:

- supplied to you by Clover Corporation; or
- generated by you in the course of performing work or providing services for Clover Corporation.

Number:	Page 3 of 8	Approved by:	
Revision no.: 001	Effective Date: 31/07/2020	Peter Davey: Managing Director/CEO	

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Intellectual Property

All inventions, discoveries, processes and improvements made by you during your employment or other engagement with Clover Corporation, remain the property of Clover Corporation. This means Clover Corporation will hold all proprietary rights to intellectual property and trade secrets. This includes all ownership rights, copyright, exclusive rights to develop, make, use, sell, licence or benefit from any inventions, discoveries, processes and improvements made by you in the course of your employment or other engagement with Clover Corporation.

Control of Information

You must:

- return all Clover Corporation's property including any documents or confidential information, on termination or on the request of Clover Corporation or its representative; and
- if requested by Clover Corporation or its representative, destroy or delete any confidential information stored in electronic, magnetic or optical form so that it cannot be retrieved or reconstructed.

You are responsible for protecting any Clover Corporation's property and assets that are under your control and you should safeguard them from loss, theft and unauthorised use.

Clover Corporation's property and assets includes cash, securities, business plans, third party information, intellectual property (including processes), recipes, formulas, product specification, confidential information, office equipment and supplies.

You must not:

- use Clover Corporation's assets for any unlawful purpose or unauthorised personal benefit; and
- remove Clover Corporation's property and documents from official premises without a good and proper reason. If required to be removed, they should be stored in a secure manner and covered by appropriate insurances.

You are encouraged to use common sense and observe standards of appropriateness regarding content and language when creating documents that may be retained by Clover Corporation or a third party. Clover Corporation's electronic communications systems should not be used to access or post material that violates Clover Corporation's policies or any laws or regulations.

Privacy

Clover Corporation respects your privacy and the privacy of others. Federal privacy laws regulate how Clover Corporation handles employee/individual personal information. You should take steps to familiarise yourself and comply with how this affects the way employee and customer information is handled in your jurisdiction of work.

Number:	Page 4 of 8	Approved by:	
Revision no.: 001	Effective Date: 31/07/2020	Peter Davey: Managing Director/CEO	

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Anti-bribery and Corruption

Clover Corporation applies a “zero tolerance” approach to acts of bribery and corruption by any of our employees, officials or third party representatives. Acts of bribery are designed to influence individuals to act dishonestly in the performance or discharge of their duty.

Additionally, you should not accept or seek any gift which could be expected to unduly influence your judgement in making business decisions, or offer to anyone a gift, inducement or favour that is beyond general commercial practice in the expectation of preferred treatment for Clover Corporation, its employees or anyone associated with Clover Corporation.

Further information can be found in Clover Corporation’s Anti-Bribery and Corruption Policy.

Accuracy and completeness of records

Clover Corporation is committed to maintaining records, accounting books, reports, invoices, payroll records and other documents which present a complete and accurate statement of the transactions made. Financial records shall be maintained in accordance with generally accepted accounting principles and applicable laws.

In the preparation and maintenance of records, you are prohibited from falsifying documents, omitting information in such a way as to compromise the accuracy of a report, or producing reports or declarations that do not fairly and accurately reflect Clover Corporation’s business transactions. You must also report expenses accurately and honestly, make accurate entries in the books and records, as well as cooperate with Clover Corporation’s internal and external audit procedures.

Public Communications and Disclosures

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

The Company has adopted the Continuous Disclosure Policy as a means of ensuring compliance with its disclosure and communication obligations under the Corporations Act 2001 (Cth) and the ASX Listing Rules. The aim of the Continuous Disclosure Policy is to keep the market fully informed of information that may have a material effect on the price or value of the Company’s securities, and to correct any material mistake or misinformation in the market. Ensure that you are aware of the requirements of the Continuous Disclosure Policy and, if it applies to you, you must act in accordance with the policy.

6. Employment practices

Equal opportunity

Clover Corporation is committed to:

- equal employment opportunity;

Number:	Page 5 of 8	Approved by:	
Revision no.: 001	Effective Date: 31/07/2020	Peter Davey: Managing Director/CEO	

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- compliance with the legislation 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.

Anti-discrimination

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

Occupational health and safety

Clover Corporation is committed to maintaining a healthy and safe working environment for its employees. All appropriate laws and internal regulations (including occupational health and safety laws) should be fully complied with. All employees have obligations to assist in ensuring that Clover Corporation maintains a safe, healthy and secure work environment.

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.

Diversity and inclusiveness

You are expected to respect diversity and individual difference to ensure that the workplace is free of discrimination, harassment, bullying and violence.

Further information can be found in Clover Corporation's Diversity Policy.

7. What to do if you suspect a breach of the Code of Conduct and Ethics?

Reporting channels

All directors, senior executives and employees must remain acutely aware of any illegal or unethical behaviour and report all such behaviour, potential misconduct or situations which you believe breaches or potentially breaches this Code of Conduct and Ethics or any legal obligation, accounting or internal protocol, or any of Clover Corporation's policies.

The procedures for reporting these concerns are as follows:

- An employee should report a breach or potential breach to their immediate supervising manager unless their supervisor is involved in the breach or potential breach in which case the matter should be reported to the next most senior manager or executive in the employee's reporting chain who is not involved.
- If a manager or senior executive (other than the CEO) considers a matter may be a material breach of this Code, they should report the breach to the CEO unless the CEO is involved in the breach in which case the matter should be reported to the Chairman of the Board of Directors of the Company or any other Director who is not involved.

Number:	Page 6 of 8	Approved by:
Revision no.: 001	Effective Date: 31/07/2020	Peter Davey: Managing Director/CEO

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- If the CEO considers a matter may be a material breach of this Code, they should report the breach to the Chairman unless the Chairman is involved in the breach in which case the matter should be reported to the other directors who are not involved.
- If a director considers a matter may be a material breach of this Code, they should report the breach to the other directors who are not involved.
- Otherwise the reporting procedures set out in Clover Corporation's Whistleblower Policy may be followed.

Actual or suspected breaches may also be reported anonymously however it is important to remember that anonymous reports may be difficult to investigate if relevant information is missing. For this reason, employees are encouraged to provide as much information as possible when reporting an actual or suspected breach. All reports received will be investigated thoroughly. To the extent possible, investigations regarding a breach of the Code of Conduct and Ethics will be conducted confidentially.

Discloser protection

Clover Corporation is committed to ensuring that employees, who in good faith report an actual or suspected breach of this Code of Conduct and Ethics or the Company's policies or procedures, are protected from any reprisal or discrimination in the workplace. Victimisation of anybody disclosing a suspected breach of the Code of Conduct and Ethics by any person named or implicated in the disclosure will not be tolerated.

Consequences of breaching this Code

We are determined to conduct our business with integrity, honesty and fairness in a legal and ethical manner. All directors, senior executives and employees must personally commit to the highest ethical standards of behaviour in their dealings with customers and with each other, and act in accordance with any applicable laws and policies of Clover Corporation.

In the event our standards are compromised or breached, disciplinary action, up to and including dismissal, may result. If the situation involves a violation of the law, the matter may also be referred to the appropriate law enforcement agency as appropriate.

Who to speak to if you have questions?

This Code of Conduct does not include:

- every ethical issue that you might face; nor
- every law and policy that applies to Clover Corporation.
- In representing Clover Corporation, you are expected to act in a manner consistent with both Clover Corporation's values, and the key principles underpinning this Code of Conduct and Ethics, namely: our actions must be governed by the highest standards of integrity and fairness;
- our decisions must be made in accordance with the spirit and letter of the applicable 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 Clover Corporation alike.

Number:	Page 7 of 8	Approved by:	
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If you have any questions regarding this Code of Conduct and Ethics or any of Clover Corporation's policies or procedures at any time, you should contact the Human Resources Manager, CFO or CEO.

Similarly, if you believe that the application of this Code of Conduct and Ethics in a particular circumstance would be inappropriate or detrimental to Clover Corporation, you must contact the Human Resources Manager, CFO or CEO to ask for clarification or request that an exception be made.

8. Review

The board of directors of Clover Corporation is responsible for undertaking periodic reviews of this Code of Conduct and Ethics to check it is operating effectively and whether any changes are required.

Number:	Page 8 of 8	Approved by:
Revision no.: 001	Effective Date: 31/07/2020	Peter Davey: Managing Director/CEO