



CODE OF ETHICS AND CONDUCT

1. Introduction

NetComm Limited (“NetComm”) is committed to conducting its business in a way that is open and accountable to shareholders and the wider marketplace. We believe our corporate governance practices, as a listed company, are rigorous and of a high standard.

2. Purpose of the Code

NetComm employees are bound by a Code of Ethics and Conduct (“Code”). The objective of the Code is to ensure that:-

- high standards of corporate and individual behaviour are observed by all NetComm employees in the context of their employment with NetComm;
- employees are aware of their responsibilities to NetComm under their contract of employment; and
- all persons dealing with NetComm whether it be employees, shareholders, suppliers, customers of competitors can be guided by the stated values and policies of NetComm.

For the purpose of this document “employees” includes NetComm contractors and directors.

3. Obligation to comply with Code

Employees will adhere to the Code both in letter and in spirit. Adherence to the Code is a condition of employment with NetComm. Violation of the Code by any employee, or unethical behaviour which may affect the reputation of NetComm, may be subject to disciplinary action including termination of employment.

4. Primary obligations of Code

NetComm and its employees must act with high standards of honesty, integrity, fairness and equity in all aspects of their employment with NetComm.

NetComm and its employees must comply fully with the content and spirit of all laws and regulations which govern the operation of NetComm, its business environment and its employment practices.

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

Employees will not enter into any arrangement or participate in any activity that would conflict with the interests of NetComm or prejudice the performance of professional duties.

Employees must actively promote compliance with laws, rules, regulations and this Code.

5. Reputation of NetComm

Employees shall not do anything which would be likely to negatively affect NetComm's reputation.

6. NetComm's responsibilities to Shareholders

It is Management's task to achieve and the Board's role to oversee the delivery of shareholder value through the sustainable and efficient operation of the company, sound reporting and risk management practices and timely compliance with the continuous disclosure regime. The mechanisms to achieve this include the risk management structures, the Audit Committee and the Board's oversight of strategic and business objectives.

7. Care and diligence

NetComm and its employees should exercise due care and diligence in the performance of their duties and responsibilities. This should include such activities as ensuring the accuracy of all decision-making information, attending to detail in all aspects of work, being mindful of the sensitivities of others, protecting confidentiality and being courteous, open and honest.

The products and services provided by NetComm will be of high quality. NetComm and its employees will deliver these products and services to its customers in a timely and equitable manner and give customer satisfactory high priority. Where the quality of products and services provided by NetComm is not satisfactory to its customers, NetComm will take prompt remedial action.

8. Conflict of Interest

Where a conflict of interest arises, an employee must disclose the conflict to his or her supervisor. The supervisor will ensure that measures are put in place to protect the parties affected by the conflict of interest from that conflict. Depending upon the nature and extent of the conflict, the measures taken to protect against conflict of interest may include ensuring that the conflicted or potentially conflicted employee does not participate in the relevant decision or activity, or disclosing the conflict to third parties affected by the conflict and ensuring that the conflicted or potentially conflicted employee is not the sole decision maker on the matter.

Employees who are directors of NetComm will be guided by the Constitution of NetComm and will ensure that they abide by the provisions of the Corporations Act governing conflicts of interest. Where there is doubt the matter should be raised with the Chairman of NetComm.

9. Corporate opportunities

Employees will not take advantage of property, information or position, or opportunities arising from these, for personal gain or to compete with NetComm.

10. Confidentiality

Employees will not breach NetComm's confidentiality or make use of confidential information obtained from NetComm for personal gain or in a manner which would be detrimental to NetComm. Confidential information of NetComm will not be used except in ways which are authorized by NetComm or legally mandated. The same applies to confidential information belonging to third parties which employees may obtain in the course of their duties.

All employees acknowledge this need for confidentiality when they sign the Terms and Conditions of Employment upon commencement of employment and must not seek to obtain sensitive information which is not relevant to the performance of their duties.

NetComm will respect the confidentiality of its employees.

11. Use of company assets

NetComm assets must be acquired, maintained and used in an efficient manner and for legitimate business purposes.

12. Privacy

NetComm's Privacy Policy regulates the handling of any personal information that NetComm collects. It contains detailed information on NetComm's function and activities and privacy issues and its privacy policy provisions. A copy of the policy is available on NetComm's website.

13. Other policies regulating employee behaviour

NetComm also requires employees to comply with policies relating to:

- outside employment;
- acceptance of business courtesies;
- drugs and alcohol;
- property and information belonging to NetComm; and
- computer usage, desktop software, internet usage and email.

14. Reporting violations of the code of ethics or other unethical conduct

Employees are required to report violations of the Code using conflict escalation procedures. The procedures provide for a staged escalation and provide ultimately for the Managing Director and the Chairman of the Audit Committee to become involved. The policy underlying the procedures is to ensure employees are not disadvantaged in any way for reporting violations of

the Code or other unethical conduct, that the matter is dealt with promptly and fairly and that the procedures are not used maliciously or mischievously.