

AUDINATE

CODE OF CONDUCT

Audinate Group Limited ("Company")

1 Objectives

This Code of Conduct has been established by the Board of Directors (Board) of the Company and applies to all Personnel of the Company.

We are 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. We are also committed to acting ethically, responsibly and in accordance with our corporate values in our 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.

In this Code of Conduct, "Personnel" means a director (executive or non-executive), officer, employee, authorised representative, contractor or consultant of any company (also referred to as 'you' and 'our People') within the Audinate Group of companies (i.e. the Company and its subsidiaries and related entities, also referred to as 'we' and 'our').

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

- High standards of corporate and individual behaviour are observed by all our People;
- Our People are aware of their responsibilities to the Company; and
- All persons dealing with the Company, whether it be our People, shareholders, suppliers or competitors, can be guided by our stated values and practices.

We are committed to complying with this Code of Conduct and require all our People to comply with it. You 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, you should always use due care and diligence when fulfilling your role or representing the Company and should not engage in any conduct likely to bring discredit upon the Company.

2 Conflict of Interest

A conflict of interest occurs when your interests interfere, or appear to interfere, with the Company's interests. We expect you to act honestly, 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.

You must conduct your personal activities in a manner that is lawful and avoids possible, actual or perceived conflicts of interest between your personal interests and those of the Company. You (other than directors) must promptly disclose to the Company Secretary any actual or potential conflict of interest of which you 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.

You are required to disclose 'close personal relationships' where there is a direct reporting line, or

actual, potential or perceived conflict of interest with your roles and responsibilities.

- Examples of close personal relationships: spouse/partner; intimate/romantic relationship of any length; family member such as parent, child, sibling; person living in the same household as you.
- Examples of actual or potential conflict with role and responsibilities: being involved with the recruitment, selection or appointment of an employee, supplier or contractor; or where you are the final decision maker on salary, incentive programs or performance ratings.

3 Corporate Expectations

You must not:

- take advantage of the property or information of the Company or its customers, your position or opportunities arising from these, for personal gain or to cause detriment to the Company or its customers;
- use the Company's assets and property (include the Company's name) or information for any purposes other than lawful purposes authorised by the Board;
- enter into any arrangement or participate in any activity that would conflict with the Company's best interest or that would be likely to negatively affect the Company's reputation. This includes making posts on social media, whether in a work capacity or personal capacity, that would negatively impact the reputation of the Company, its employees, customers or suppliers;
- represent the Company or post on the Company's behalf on social media unless you are authorised to do so. This includes responding on the Company's official social media accounts;
- disclose any of the Company's information, except where disclosure is permitted or required by the Company's constitution, law or ASX Listing Rules; or
- offer or accept bribes, inducements, commissions or misuse Company assets and resources. To minimise the scope for misunderstanding or suspicion regarding inducement to unethical behaviour or acceptance of bribes you are required to report to the Chief Financial Officer all gifts or dining/entertainment opportunities (Reportable Gifts) offered or provided to you or your family by external parties when they have an estimated value of more than \$250 AUD/\$250 USD (or local currency equivalent of \$250 USD). When Reportable Gifts are offered in advance you should report before accepting, or otherwise report as soon as practicable after the Reportable Gift has been provided. Depending on the nature of the Reportable Gift and the circumstances we may require the gift be returned or otherwise distributed.
- employees may not offer Reportable Gifts to, or accept Reportable Gifts from, any other employee of the Company without the prior approval of the Chief Executive Officer or Chief Financial Officer.

The Company recognises that our people may on rare occasion confront a situation in which a demand for payment is made, without advance notice or disclosure, by public officials or others claiming to exercise official authority. The Company allows such payments to be made as an exception to the prohibition outlined above only in situations where harm to your individual health and safety appears likely or where you believe others may be in danger if the payment is not made. If you make a payment in such circumstances, you must report it and the circumstances to the Chief Financial Officer as soon as possible after the payment has been made.

4 Trading in Securities

You will ensure that all trading by you in securities, including trading in securities of the Company, is in accordance with our 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 your trading in securities while in the possession of non-public price sensitive information.

5 Confidentiality

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

You will not make improper use of any information acquired by virtue of being an Employee, 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

You will always deal with 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

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

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

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

You shall report any actual or potential breaches of law, this Code of Conduct, or the Company's other policies to the Company. If ever in doubt, you should seek advice immediately.

8 Employment Practices

We aim to provide a work environment in which all our People 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. You should familiarise yourself with these policies and ensure that you comply with them.

9 Reporting Concerns

If you become aware of any actual or suspected violation of this Code of Conduct you are required to bring the matter to the attention of the Company.

Usually, the starting point for seeking advice on ethics-related issues or reporting potential violations of the Code will be your Executive Leadership Team member or the person responsible for People and Performance of the respective Company or Subsidiary (the Reporting Person). If you have reported the conduct in question and do not believe it has been dealt with properly, or if you do not feel that you can discuss the matter with your Executive Leadership team member or Reporting Person, you may raise the matter with the Company Secretary. The Company will ensure that you are not disadvantaged in any way for reporting violations of the Code of 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.

In the event that you feel you cannot report violations of this Code of Conduct to a Reporting Person (as defined above) because of a conflict of interest, fear of retribution or you believe the complaint will not be acted upon, you may report violations using the procedure described in our Whistle-blower Policy and obtain the protections afforded by Australian law.

10 Compliance

The Board is responsible for monitoring compliance with this Code of Conduct. Any queries in relation to this Code of Conduct should be referred to the Reporting Person or the Audit and Risk Management Committee.

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

11 Review

This Code of Conduct is subject to regular review by the Board.