

CODE OF CONDUCT

1. Purpose of this Code

This Code of Conduct (“Code”) sets out the standards of conduct and behaviour we expect and require of all of our people, based on our values and the law. It also reflects the expectations of the community, regulators and our shareholders.

Our Code is built on our values: integrity, openness, accountability and entrepreneurial spirit. It provides the cultural foundation of how Archer operates.

2. Application of this Code

This Code applies to anyone who works for Archer or any of its subsidiaries, including team members, directors and contractors, regardless of location. It applies to you whenever you are identified as a representative of Archer, which includes outside working hours or your workplace. Agents, contractors, consultants and other intermediaries should be advised that they are expected to observe the Code’s principles when we engage them to work with us.

3. Introduction – Company’s Values and commitments

Our corporate values are described in Appendix 1.

We believe that following the Company’s Values is not only compatible with being a good corporate citizen, it depends on it. Poor behaviour may discourage people from being shareholders, customers and great team members will go elsewhere, onerous penalties or restrictions could be imposed, or a company may not be invited by others to join in valuable opportunities.

4. Your responsibilities

As a member of the Archer team, you are expected to:

- (a) Act in accordance with the Company’s values and the best interests of the Company.
- (b) Act honestly and with high standards of personal integrity, including being honest, ethical, fair and trustworthy in all business dealings and relationships;
- (c) Act ethically and responsibly.
- (d) Treat fellow staff members with respect and not engage in bullying, harassment or discrimination and report any unlawful discrimination, bullying, harassment or other unacceptable conduct you observe.
- (e) Deal with customers and suppliers fairly.
- (f) Identify and appropriately manage actual, potential or perceived conflicts of interest. Your personal interests should not conflict with your duties and obligations to Archer.
- (g) Use the Company’s business assets only for authorised purposes and not for personal benefit.
- (h) Not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers.
- (i) Not take advantage of your position or the opportunities arising from your role in Archer for personal gain.
- (j) Report breaches of the Code to an appropriate person within the Company.

5. Additional responsibilities for leaders

If you are a leader or manager, you have some additional responsibilities under the Code.

You are accountable for all aspects of the area you supervise and must take steps to identify and manage the risks in your area, including the conduct of your team. You must support your team to abide by this Code and hold them responsible for doing so.

You are responsible for fostering a culture that encourages people to feel comfortable and safe about speaking up and raising concerns.

Once you become aware of an issue or incident you must escalate it in accordance with this Code. If a team member who has raised a concern with you wants their identity to remain confidential, you must be aware of your obligations around protecting their identity.

6. Safety

The safety of team members, customers, suppliers and visitors across all our sites is our highest priority. We are committed to providing a safe working environment and complying fully with all local and national laws and regulations regarding safety in the workplace.

We all need to take responsibility for our own health, safety and well-being and for those we work with. You can take responsibility by:

- (a) complying with all laws and regulations that apply to your area of work. This includes compliance with all legislative and legal requirements that affect your area of the business, particularly those regarding occupational health and safety and the environment;
- (b) reporting any health and safety issues immediately; and
- (c) abiding by health and safety policies and following safety instructions at all times.

7. Compliance with law

As a member of the Archer team, you are required to understand and comply with the laws and policies that apply to you. This is important to meet our legal and regulatory obligations but also to meet the expectations of all our stakeholders.

You are encouraged and required to report any breaches of the law or this Code immediately, and you should also report conduct if you think a breach may have occurred, but you are not sure. The Speak Up section in this Code will guide you on how to do this and provide information on how you will be protected against any retaliation for reporting genuine concerns about suspected misconduct

8. Avoiding conflicts of interest

Your personal interests should not conflict with your duties and obligations to Archer. We must identify and appropriately manage actual, potential or perceived conflicts of interest.

To manage conflicts of interest, you must disclose any real, potential or perceived conflict to the appropriate people, including your line manager. You must also get approval to accept any outside business interests, including non-Archer work, business ventures, directorships, partnerships, paid speaking engagements or other interests that have the potential to create a conflict of interest.

If any conflict cannot be effectively managed or resolved, you will need to take action which satisfies the company to remove the conflict.

9. Confidentiality and Record keeping

During your work you will come across confidential information about Archer and its businesses. This could include technical, strategic or financial information, commercial arrangements or intellectual property such as patents, copyrights and trademarks.

You must not access or request confidential information unless it is required for the performance of your work. If confidential information inadvertently comes into your possession, then it should be returned immediately.

You must use confidential information only for the purpose of doing your job, and you must not make improper use of, or transfer or disclose confidential information to third parties other than as authorised or required by law.

You must keep confidential information acquired during your employment or engagement confidential, even after your employment or engagement with Archer ends.

Confidential information you may have from a previous employer must remain confidential, and you should not share it in your current role.

We must ensure that we accurately and rigorously maintain all records relating to Archer's business and operations. You must ensure the safe and efficient storage and handling of documents to ensure compliance with legal obligations and to preserve important documents.

10. Privacy

Archer is committed to complying with laws governing the privacy of personal information obtained by its businesses and protecting and safeguarding the privacy of people who deal with Archer.

You must respect and maintain the privacy of personal information held or entrusted to Archer by its clients, customers, suppliers, employees and others and comply with the law.

All personal information of Archer's suppliers, customers, and employees is to be treated as confidential. Personal information is information or an opinion, whether true or not, and whether recorded in a material form or not, about an individual whose identity is apparent or can reasonably be ascertained from that information or opinion.

11. Respect, Human Rights and inclusion

We do not tolerate unlawful discrimination, bullying, harassment or other unacceptable conduct. You can help to create the right environment by supporting each other and working collaboratively and ensuring that no one in your workplace is being unlawfully discriminated against, bullied or harassed. You are expected to report any unlawful discrimination, bullying, harassment or other unacceptable conduct you observe.

Archer expects you and all those we work with to respect human rights and to maintain a work environment where this is understood and valued.

We are committed to having an inclusive workplace. Diversity is difference in all its forms, visible and invisible. An inclusive workplace is one where people feel they can be themselves and are welcome, regardless of their gender, gender identity, age, ethnicity or cultural background, sexual orientation, religion, health and physical ability, or educational background.

Archer is committed to ensuring a diverse work environment in which everyone is treated fairly and with respect and where everyone feels responsible for the reputation and performance of Archer.

12. Company assets and property protection

You must ensure that Archer's assets are used only for authorised and legitimate business purposes. You must also ensure the protection and proper use of Archer's assets and must take prudent steps to ensure the security and appropriate use of Archer's assets.

You must report any instances of suspected or actual theft or improper use of Archer property.

13. Approach to disclosure and financial reporting

Archer has a Disclosure and Communication Policy which sets out the internal procedures to ensure timely and full disclosure of material to the ASX. Archer's website contains ASX and media releases, annual reports, general communications and frequently asked questions.

Archer is committed to open and transparent communication with its shareholders and stakeholders.

14. Insider Trading

Insider trading is a serious offence under the Corporations Act. Insider trading laws prohibit a person in possession of material non-public information relating to a company from dealing in any way in that company's securities.

You should never deal in Archer's securities (including shares) or any of its business partners if you have inside information about those securities. You also must not encourage another person (such as family members or business associates) from dealing in Archer securities when you have inside information.

Archer's Securities Trading Policy provides guidelines to assist you in understanding your obligations under insider trading laws. If you are in doubt about whether you are free to trade Archer securities, or those of other listed entities, seek the advice of the Archer Company Secretary.

15. Observe ethical principles

You are encouraged to observe the ethical principles of fairness, honesty and truthfulness in performing your duties.

16. Non-compliance with this Code

Compliance with the Code is taken very seriously. Any suspected breaches will be investigated and if you are found to have breached the Code, you may face disciplinary action including termination of your employment. If the situation involves a breach of law or other regulation, it may also be referred to the appropriate regulatory body.

17. Speak up

We value your help in avoiding and uncovering possible misconduct. When you report your concerns, you help us to prevent problems from occurring or remedy misconduct that has already happened.

Each one of us has an obligation to speak up when we have concerns that something isn't right, or if we have made a mistake.

You must speak up if you know or suspect on reasonable grounds a breach of this Code either has occurred, is occurring or might occur. You should also speak up if you genuinely feel that you are under pressure to do something that may be inconsistent with this Code, our policies or our values.

For most matters, you should raise it first with your manager or your manager's manager. If you feel uncomfortable about doing that for any reason, then you should contact the following people:

Issue	Contact
Breach of Code of Conduct	Greg English Archer Executive Chairman
Conflicts of Interest	Ph: 08 8272 3288
Privacy	Email: g.english@archerx.com.au
Occupational Health and Safety	Mohammad Choucair Archer CEO
Risk Management	Ph: 08 8272 3288
	Email: m.choucair@archerx.com.au
Accounting or financial reporting practices, including fraud, suspicious transactions.	Damien Connor Archer CFO
Insider Trading	Ph: 08 8272 3288
	Email: d.connor@archerx.com.au

Our Whistleblower Policy provides an additional avenue for you to confidentially escalate any suspected reportable conduct. You can be confident your confidentiality will be respected when reporting any matter.

We are committed to a work environment where no-one is subject to detrimental treatment or victimisation for reporting genuine concerns or suspected misconduct. This includes demotion, dismissal, job reassignment, threats or social exclusion.

ADOPTED BY THE BOARD ON 23 SEPTEMBER 2021



APPENDIX 1

OUR VISION

Our vision is to create technology that will spur transformational solutions to complex global challenges.

OUR MISSION

Our mission is to build and bring to market the next generation of semiconductors for an increasingly mobile and data-centric world.

OUR VALUES

At Archer, our values drive our culture, support the way we work, and help shape our strategy, vision, and mission, fuelling our passion for developing breakthrough technologies.

Excellence

- We uniquely and ambitiously reframe what it means to succeed.

Leadership

- We are committed to making a positive, long-term big-picture impact.

Collaboration

- We continually strengthen our dynamic team and our teamwork to get things done.

Integrity

- We act ethically with honesty, transparency, and openness, in all that we do.

OUR PEOPLE

Archer's people are diverse and dedicated, operating with the highest level of integrity and focus to fulfill Archer's mission and deliver value for its shareholders.

OUR STRATEGIC PILLARS

Our strategic pillars help us realise our vision and mission, with an emphasis on delivering value to our shareholders.

Identity

- Build one of Australia's leading deep techs.
- Enter and maintain admission to the S&P/ASX All Technology Index.
- Educate investors to increase acceptance of our global market opportunity.

Growth

- Anticipate changing market drivers of technology.
- Differentiate our product development with next-gen processors, sensors, and memory devices.
- Partner with leading tech multinationals and build new ventures.

Innovation

- Develop a qubit processor for mobile-centric end uses.
- Build world-class quantum computing capability.
- Internationally protect and prosecute our intellectual property.

Performance

- Deliver consistent operational excellence.
- Sustain transparent risk management and good corporate governance.
- Reduce operating costs and manage capital to strengthen organisational capability.