



Code of Conduct Policy

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Code of Conduct Policy

1 Introduction

This Corporate Code of Conduct (the 'Code') applies to all staff members of DomaCom Limited and its related entities (DomaCom, the Company).

All DomaCom directors and members of staff are expected to be familiar with, and to comply with this Code and any related/ancillary policies that may apply to them.

2 Objectives

As well as the legal and equitable duties owed by directors and staff members, the purpose of this Code is to:

- a) articulate the high standards of honesty, integrity, ethical and law-abiding behaviour expected of directors and staff;
- b) encourage the observance of those standards to protect and promote the interests of shareholders and other stakeholders (including employees, customers, suppliers and creditors);
- c) guide directors and staff as to the practices thought necessary to maintain confidence in the Company's integrity;
- d) set out the responsibility and accountability of directors and staff to report and investigate any reported violations of this Code or unethical or unlawful behaviour; and
- e) help directors and staff to understand their responsibilities to uphold the goals and values to which the whole of the Company aspires and to conduct business in accordance with applicable laws and regulations. Importantly, this Code is reflected in and supported by a broad range of Company policies and procedures adopted by the various Company entities.

3 Background

3.1 DomaCom is committed to:

- (a) conducting all its business consistent with the goals and values endorsed by the Board;
- (b) ensuring property, information and position are not misused for personal benefit or gain or to compete with the Company;
- (c) ensuring Company assets are used only for authorised and legitimate business purposes;
- (d) ensuring high standards of disclosure and audit integrity in relation to the Company's activities and financial performance;
- (e) ensuring dealings between the Company and any third party (including government departments, suppliers and investors) are conducted in a lawful and fair manner;
- (f) conducting all the Company's activities in accordance with applicable laws and regulations in the jurisdictions in which it operates, and in a way that enhances its reputation;
- (g) protecting a person who in good faith makes, or assists someone to make, a report concerning a violation of this Code;
- (h) overseeing the development, promotion and maintenance of this Code and the review of its contents regularly to ensure its effectiveness.

4 Specific Obligations

Honesty and integrity

- (a) DomaCom expects each director and member of staff to:
 - (i) Observe the highest standards of honesty, integrity and ethical and law-abiding behaviour when:
 - performing their duties; and
 - dealing with any officer, employee, shareholder, customer, supplier, auditor, lawyer and other adviser; and
 - foster a culture of honesty, integrity and ethical and law-abiding behaviour among other officers and employees.

Conflicts of interest or duty

- (b) As the holders of licences/authorisations which enable it to conduct financial services businesses in relevant jurisdictions, DomaCom and its subsidiaries have a duty to adequately manage its conflicts of interest.
- (c) Accordingly, DomaCom has established a number of processes to ensure that any conflicts of interest are:
 - (i) identified, assessed and evaluated; and
 - (ii) controlled, avoided or disclosed.
- (d) Each director and member of staff is expected to be aware of potential conflicts

between (directly or indirectly):

- (i) on the one hand:
the interests of Company; or
their duties to Company; and
- (ii) on the other hand:
their personal or external business interests; or
their duties to any third party; and

comply with the Conflict of Interest Policy.

Avoiding conflicts and potential conflicts

- (e) Each person to whom this Code applies should avoid placing himself or herself in a position that may lead to:
 - (i) an actual or a potential conflict of interest or duty; or
 - (ii) a reasonable perception of an actual or potential conflict of interest or duty.

What about external service providers?

- (f) When appointing external consultants or outsourcing any service, where possible, any conflict of interest is to be minimised.
- (g) Where the engagement of any contractor may give rise to such a conflict, DomaCom is to assess how fundamental such a conflict may be to the operation of Company.
- (h) If it is deemed that the conflict will not compromise DomaCom, the service provider may be engaged, but the conflict must be declared.

Disclosures – staff

- (i) Each staff member must fully and frankly disclose to their managers any material personal interests that related to the affairs of the Company or external business interests that may lead to:
 - (i) an actual or potential conflict of interest or duty; or
 - (ii) a reasonable perception of an actual or a potential conflict of interest or duty.

Disclosure – Directors

- (j) Each director and senior executive must:
 - fully and frankly disclose to the Board any material personal interests that related to the affairs of the Company or external business interests that may lead to an actual or potential conflict of interest or duty; or
 - a reasonable perception of an actual or a potential conflict of interest or duty.
- (k) Details of all disclosures will be recorded in the register of interests which will be held by the Company's Company Secretary.
- (l) In some instances, where it is likely that the conflict will arise frequently or if the conflict will most likely impact the directors or staff member's duties and

obligations to DomaCom, or it is considered a significant conflict, the Board of Directors or, in the case of a staff member, the Company CEO, may provide alternative options as outlined in the Conflict of Interest Policy.

Specific Requirements – All Directors

- (m) Each director must:
 - (i) leave the room in relation to a matter which the Board considers the director may or has a conflict of interest or duty; and
 - (ii) comply with the Corporations Act 2001 (Cth), Company 's constitution and the Conflict of Interest Policy and Procedure.

Specific Requirements – New Directors

- (n) Newly appointed directors will also be required to disclose interests or potential interests at the time of appointment such as, but not limited to:-
 - (a) holdings and interests or potential interests in DomaCom;
 - (b) holdings or interests or potential interests in clients or potential clients of DomaCom known to the new director;
 - (c) holdings or interest or potential interests in DomaCom competitors or potential competitors; and
 - (d) other directorships or positions of officeholder held.

Specific Requirements - Non Executive Directors

- (o) Each non-executive director must inform the chairperson of the Board of:
 - (i) any existing directorship or other office held by the director in another entity outside Company; and
 - (ii) any proposed appointment as a director or senior executive of another entity outside Company before accepting the appointment.

What about Corporate opportunities?

- (p) No-one to whom this Code applies should improperly use their position, property or information acquired through their position for personal gain or gain of an associate (directly or indirectly) or to compete with or harm Company.
- (q) No-one may use the word DomaCom or any other business name or trademark used by Company for a personal external business transaction.
- (r) Each director and member of staff must keep their personal or external business dealings separate from Company's business dealings.
- (s) Persons to whom this code applies may only use goods, services and facilities received from Company in accordance with the terms on which they are given.
- (t) A director or member of staff must not accept any improper gift from Company's existing or potential customers or suppliers.
- (u) Persons to whom this Code applies must be aware of and comply with the Dealing in Company Securities, Misuse of Price Sensitive Information & Insider Trading Policy where applicable.

Confidentiality & Privacy

- (v) Any information acquired by a person to whom this Code applies while performing their duties is confidential information of Company and must be kept confidential. Information must not be disclosed to any third party except where that disclosure is:
 - (i) Properly authorised; or
 - (ii) required by law or a regulatory body (including a relevant stock exchange).
- (w) The existence and details of any Board and management information, discussions, and decisions that are not publicly known and have not been approved by the Board for public release are confidential information of Company.
- (x) The obligations of confidentiality continue after each director, executive or staff member leaves the Company.
- (y) DomaCom recognises its obligations under privacy laws and to its clients under contract must ensure that the confidentiality and privacy of all personal information held within DomaCom's systems are not compromised at any time.
- (z) Persons to whom this code applied must be aware of and must comply with the Information Security Policy and the Company's privacy policies and procedures.

Fair dealing

- (aa) Company expects each director and staff member to:
 - (i) deal fairly with any officer, employee, shareholder, customer, supplier, competitor, auditor, lawyer or other adviser of Company; and
 - (ii) encourage other employees and officers to do the same.
- (bb) No person to whom this Code applies may take unfair advantage of any officer, employee, customer, suppliers, competitor, auditor, lawyer or other adviser of Company through illegal conduct, manipulation, undue influence, concealment, abuse of confidential information, misrepresentation and material facts, or any other unfair-dealing practice.

Protection and proper use of assets

- (cc) The Company expects all persons to whom this Code applies to use all reasonable endeavours to protect any Company asset and to ensure its efficient use.
- (dd) Company assets (for example, a computer, telephone, credit card or money) for legitimate business purposes or other purposes approved by the Board.
- (ee) Any suspected fraud or theft of a Company asset must be immediately reported for investigation.

Compliance with laws, regulations, policies and procedures

- (ff) Each person to whom this Code applies is expected to:
 - (i) comply with the letter and spirit of any applicable law, rule or regulation;

- (ii) comply with the protocols, policies and procedures of Company, including this Corporate Code of Conduct

Reporting of unlawful and unethical behaviour (Whistleblowing)

- (gg) Company expects person to whom this Code applies to:
 - (i) report promptly and in the spirit of the Whistleblower Policy any actual or suspected violation by an officer or employee of the standards, requirements or expectations set out in this Code of Conduct or the corporate code of conduct; and
 - (ii) encourage other officers or employees to do the same.
- (hh) Individuals should refer to the Whistleblower Policy and Whistleblower Procedure when deciding to whom to report any violation or behaviour.
- (ii) If an employee or officer reports, in good faith, any violation or behaviour as outlined in the Whistleblower Policy, each director and staff member must ensure:
 - (i) the reporting person's position is protected;
 - (ii) the reporting person's identity is only disclosed with their consent, except where disclosure is required by law; and
 - (iii) no disciplinary, discriminatory or other adverse action is taken or tolerated against the reporting person for reporting the violation.
- (jj) A director or senior executive who receives a report of any violation or behaviour is expected to use all reasonable endeavours to ensure that as set out in the Whistleblower Policy and Whistleblower Procedure the alleged violation or behaviour is reported in order for it to be thoroughly investigated.

Sustainability & environmental policies

- (kk) DomaCom values the natural environment and recognises the role of environmental responsibility in the conduct of its business practices. DomaCom is also committed to the concept of sustainability, integrating not only financial considerations, but environmental and social considerations into long term business strategies.
- (ll) DomaCom is committed to:
 - (i) compliance with all legislative and regulatory requirements, including relevant standards relating to the environment;
 - (ii) minimisation of pollution to the environment;
 - (iii) minimisation of the use of paper in the conduct of its business;
 - (iv) ensuring that waste, in particular paper, is disposed of in an environmentally sensitive manner (recycling) whilst also ensuring confidentiality; and
 - (v) ensuring that lights, air conditioning, heating and other devices that utilise electricity are turned off when they are not required.

5 Concerns about an integrity related issue

If you have concerns about an integrity related issue, contact the General Counsel and/or the Chief Compliance and Risk Officer.

6 Material Breach

- (a) A material breach of this Code will be escalated to senior management and to the Board. A failure to observe the requirements of this Code may breach the law, the Company's policies and procedures, or both. In the case of staff, DomaCom may upon investigation take disciplinary action up to and including dismissal.

7 Adoption of policy

This policy was adopted by the Board on 15 June 2016.