



Code of Conduct for Directors and Officers

Adopted on 26 October 2015

1 Code objectives

Shareholders and the broader community have particular expectations about the way in which the Company operates.

The objectives of this policy are to guide behaviour, enhance investor confidence in the Company and demonstrate the commitment of the Company to ethical standards and practices.

2 Who does this Code apply to?

This policy applies to all Directors, the Company Secretary and all executives of the Company (Officers).

3 Standard of behaviour

All Directors and Officers of the Company must, as far as possible, act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Company and the Group and, where possible, to act in accordance with the interests of shareholders, staff, clients and all other stakeholders in the Company.

If an Officer becomes aware of unlawful or unethical behaviour, he or she will report it to the Chairman. The identity of the Officer reporting the violation in good faith will remain confidential.

4 Interests of legitimate stakeholders

In making decisions on behalf of the Company, Directors and Officers will respect and have regard to the bona fide interests of legitimate stakeholders in the Company, including its shareholders, employees, customers, clients, partners and suppliers.

The Company will not knowingly infringe the legal rights of legitimate stakeholders, and will take reasonable steps to minimise the risk of doing so unintentionally.

5 Whistleblowing

The Board takes responsibility to enquire into, and take appropriate action in relation to, all bona fide complaints or allegations which indicate that there may be illegal or unethical conduct by the Company or any of its Officers or employees.

The Chairman will make him/herself available as the initial point of contact for all persons lodging such complaints or allegations and will inform the Board of such complaints and allegations.

If a complaint or allegation relates to the Chairman, or the person making the complaint or allegation is uncomfortable, for bona fide reasons, with making the complaint or allegation to the Chairman then the Board will receive and deal with the complaint or allegation.

The person making a complaint or allegation will, in all circumstances, be treated with respect and anonymity, except to the extent that they agree to have their identity disclosed for the purposes of enquiry into the complaint or allegation.

6 Conflicts of interest

Officers are not to give preference to personal interests or to the interests of any associate or other person, where to do so would conflict with the interests of the Company. Personal dealings should be kept separate from dealings in their capacity as Officers of the Company.

Any conflicts of interest must be disclosed to the Chairman.

7 Use of information or position

Officers must not misuse information, their position or opportunities arising as a result of their position, improperly gain advantage for themselves or for someone else or to cause detriment to or compete with the Company. Officers must not use the name of the Company to further any personal or other business transaction for their personal benefit.

8 Use of Company property

Officers must not use property or opportunities arising from property, improperly to gain advantage for themselves or for someone else or to cause detriment to or compete with the Company.

Officers have a duty to account to the Company for business opportunities which arise as a result of their role in the Company and to use Company resources only for the benefit of the Company.

Officers must take reasonable steps to protect the Company's assets and ensure all such assets are used efficiently and for business purposes only.

9 Proper purpose

Officers are to use their powers for a proper corporate purpose and whilst Officers have a primary responsibility to the Company, regard should also be had to other relevant interests.

10 Confidentiality

Confidential information received by an officer in the course of his or her duties remains the property of the Company and should not be disclosed to any other person without the prior written consent of the Chairman unless the disclosure is required by law or in accordance with their duties as an officer of the Company. Officers should respect the privacy of others.

Officers must protect proprietary, commercial and other information that is confidential to the Company. These obligations continue after the Officer's engagement with the Company ends.

11 Fair dealing

Officers must act fairly and honestly in all their dealings with and for the Company. Business relationships must be maintained in a way which is consistent with the principles of respect for others and fairness.

12 Compliance with the law

Officers should comply with the letter, and where it is clear, the spirit of all laws and regulations relating to their business conduct to the best of their abilities. This includes understanding the laws and regulations relevant to their work. The laws that govern the Company's activities may be complex however, ignorance of the law does not excuse Officers from their obligations to comply.

Officers should not engage in conduct likely to have an adverse effect on the reputation of the Company.

13 Political contributions and activities

The Company maintains a position of impartiality with respect to party politics. Accordingly, the Company does not contribute funds to any political party, politician or candidate for public office.

The Company does not prohibit Officers from making personal political contributions but should not use their role with the Company for political interests at any time.