

Code of conduct

OneMarket Limited ACN 623 247 549 (**Company**)

Approved by the Board on 2 May 2018

Code of conduct

1 Purpose and application

1.1 Purpose of this code

The board of directors of the Company (**Board**) has endorsed this code to reflect the Company's commitment to act honestly and with integrity in all its dealings and to act ethically and responsibly. The Board and management believe that the Company's commitment to this code will maintain the confidence of the Company's key stakeholders in the Company's integrity.

The Board will review this code from time to time. This code may be amended by resolution of the Board.

1.2 Application of this code

This code applies to all directors of the Board, as well as all officers, employees, contractors, consultants and associates of the Company and its subsidiaries, and other persons that act on behalf of the Company and its subsidiaries (**OM Personnel**), and it applies in addition to and does not limit anything in any other policy, procedure or protocol of the Company or the Company's subsidiaries which may apply to any relevant officers or employee. The Company and its subsidiaries are referred to as the "Company" in this policy.

OM Personnel are expected at all times to act consistently with the values, commitments and ethical standards as set out in this code of conduct.

2 Our values and commitments

2.1 Core values and commitments

The Company's core values and commitments are:

- **Integrity** – We act honestly, fairly and with integrity in all our dealings, both internally and externally. We deal honestly and fairly with suppliers and customers.
- **Respect** – We respect the human rights of all people, their ideas and cultures and our words and actions must reflect this respect.
- **Safety** – We are committed to providing and maintaining a safe and non-discriminatory working environment to safeguard the health and safety of our employees, consultants, contractors, customers, suppliers and other persons who visit our workplace, or who we work with, as required by law.
- **Community Standards** – We act in a manner consistent with reasonable expectations of our investors and the broader community.
- **Environment** – We are committed to act responsibly towards the environment.

3 Our ethical standards and policies

3.1 Conflicts of interest

OM Personnel must act in the best interests of the Company. To safeguard the confidence of the Company's key stakeholders in the Company's integrity, it is

paramount that personal interests or the interests of family or friends do not conflict with the interests of the Company. OM Personnel must avoid participating in decisions and activities which may conflict (or be perceived to conflict, with duties and responsibilities owed to the Company), and avoid all financial, business and other arrangements which may be opposed to the interests of the Company, or which may place them in a competitive position with the Company.

OM Personnel must not:

- (a) enter into any arrangement or participate in any activity that would conflict with the Company's best interests or would be likely to negatively affect the Company's reputation;
- (b) use Company or customer property (including intellectual property), or information, their position or opportunities which arise from these to improperly gain benefit for themselves or for another party or to cause detriment to the Company or its customers; or
- (c) be involved in any other company or business or organisation as director, agent, employee or consultant, whether paid or unpaid, if there is a possibility that their personal interests could conflict, or be perceived to conflict, with those of the Company unless prior approval is obtained from their manager or the General Counsel or (in the case of directors) the Board.

Any OM Personnel who are involved in a conflict or possible conflict, or become aware of a conflict, must tell their manager or the General Counsel or (in the case of directors) the Board as soon as possible.

3.2 Anti-bribery and gifts

We are committed to adopting effective systems to counter bribery and related improper conduct and to monitoring and enforcing these systems. For more detailed information, see the Company's Anti-Bribery Policy or speak with a manager, the General Counsel, or (in the case of directors) the Board.

3.3 Dealings with politicians and government officials

All dealings with politicians and government officials which relate to the Company and its business activities must be conducted at arm's length and with the utmost professionalism, to avoid any perception of attempts to gain advantage or to improperly influence the outcome of an official decision.

OM Personnel must not make any donation or other financial contribution to any political party or candidate for an election or sponsor any organisations (other than in a purely personal capacity) without seeking and obtaining prior approval from the General Counsel.

For more detailed information, see the Company's Anti-Bribery Policy or speak with a manager, the General Counsel, or (in the case of directors) the Board.

3.4 Confidentiality

All confidential information acquired in the course of performing duties with the Company must be kept confidential. This obligation continues even after departure from the Company.

OM Personnel must not access or request or make improper use of or transfer or disclose confidential information to anyone else except as required by their

position or as authorised or legally required. Confidential information which is inadvertently acquired should be returned immediately.

The General Counsel must be notified of any request by an authority to provide confidential information which has not been authorised by the Company.

3.5 Privacy

The Company must respect and safeguard the privacy of personal information held regarding its clients, customers, suppliers, employees and others. OM Personnel with access to this information must ensure that it is collected, kept, disclosed, handled and used in a manner that complies with the Privacy Act 1998 (Cth), Australian Privacy Principles any other privacy and data protection laws that may apply and the Company policy on privacy.

3.6 Fair dealing

OM Personnel must treat each other and all suppliers, competitors, clients, customers and other stakeholders fairly and with respect, and act honestly and with high standards of personal integrity.

3.7 Discrimination, bullying, harassment and vilification

Discrimination, bullying, harassment or vilification in the workplace will not be tolerated by the Company. Any such conduct will be dealt with in accordance with Company policy.

3.8 Compliance with laws and regulations

The Company is committed to complying with the laws and regulations of the countries in which we operate which relate to the Company.

OM Personnel must comply with all laws and regulations relating to the Company, as well as the technical and ethical requirements of any relevant regulatory or professional body, and not knowingly participate in any illegal or unethical activity. All actual or potential breaches must be reported immediately to the General Counsel or to a manager.

Where local laws, regulations, or customs differ from this code, either this code or local requirements will apply, whichever sets the higher standard of behaviour.

OM Personnel with questions regarding the interpretation of any applicable law or regulation or requirement should contact their manager, the General Counsel or a relevant advisor.

3.9 Responsibility to shareholders and the financial community

The Company is committed to providing value to its shareholders and recognising the legitimate interests of other stakeholders. The Company has policies regarding the timely provision of information to its shareholders and other stakeholders including posting information to its website. It has processes to ensure that the accounts and financial information it provides represent a true and fair view of the financial performance and position of the Company.

OM Personnel must fully cooperate with, and not make any false or misleading statement to, or conceal any relevant information from, the Company's auditors.

3.10 Insider trading

Insider trading laws prohibit a person in possession of material non-public information relating to a company from dealing in that company's securities. Insider trading is a serious offence under the Corporations Act. See the Company's Trading Policy for guidance on insider trading laws.

3.11 Whistleblower protection

You are encouraged to report any actual or suspected unethical behaviour including excess waste or breach of the Company's codes and policies to your manager, supervisor, the General Counsel or any other contact nominated by the Company. Matters raised will be investigated.

The Company is committed to ensuring that you can raise concerns in good faith without being disadvantaged in any way to the extent that the law permits.

For more detailed information, see the Company's Whistleblower Policy or speak with a manager, the General Counsel, or (in the case of directors) the Board.

4 Promoting and publishing this code

The Company and its management will promote this code across the organisation and provide training on the topics it covers.

A copy or summary of this code will be available on the Company's website. It will be distributed to all directors, employees and other persons as relevant. Key features will be published in the annual report or a link to the code or a summary on the Company's website provided.

5 Administration

5.1 Where can I obtain further information?

The Company has a dedicated person responsible for the administration of this code. At the date of adoption of this code, this is the General Counsel.

If you require further information or assistance, or are uncertain about the application of this code or the law, please contact the General Counsel.

5.2 Review of this code

The Board will review this code from time to time. This code may be amended by resolution of the Board.