



Staff code of conduct

OneVue Holdings Limited ACN 108 221 870

14 December 2017

Strength in numbers

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1. Definitions

Specific terms and abbreviations have the following meaning:

Chairperson	The Chair of the Board
Company	OneVue Holdings Limited ACN 108 221 870
Clients	All customers who have a direct financial relationship with the Company
Customers	The customers of OneVue Clients who do not pay OneVue anything but may use OneVue services
Director	A director of the Company (including Executive Directors)
Employees	Executives, management and other personnel engaged by the Company on a contract of employment or a salaried basis
OneVue	OneVue Holdings Limited ACN 108 221 870
Secretary	The company secretary of the Company
Staff	All Executive Directors, the Secretary; and where the context requires or stipulates, non-executive Directors, managers and all other staff engaged either on a contract of employment or a salaried basis. Reference to a staff member includes any companies or trusts substantially owned or controlled by the staff member or direct relatives.

2. Introduction

This Code of Conduct applies to all employees and Directors of OneVue Holdings Ltd (the Company). The use of the term 'Staff' throughout the Code applies equally to non-executive Directors as well as Management and Employees as outlined in the Definitions.

The purpose of this Code is to provide an overview of the standards of behaviour and conduct expected from those who work for OneVue.

Directors and Employees are expected to act consistently with the fundamental principles as set out in this Code at all times. Similarly, consultants, contractors and partners working with or for the Company should be informed of these principles, and their obligation to act in accordance with them.

OneVue operates in a highly regulated environment and therefore preserving the Company's reputation and acting with the highest standards of ethics, integrity and behaviour is paramount.

Compliance with this code is expected and non-compliance may result in action including possible termination.

The Board has adopted this Code to provide a set of guiding principles which are to be observed by all Staff members. This Code has been prepared in accordance with the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (3rd edition, 2014)*.

3. Conduct requirements

3.1 Honesty

Act with care and diligence. Take all reasonable steps to ensure that the information on which judgements and decisions are made, is fair, balanced and accurate.

3.2 Diligence

Act with care and diligence. Take all reasonable steps to ensure that the information on which judgements and decisions are made, is fair, balanced and accurate.

3.3 Respect and courtesy

Treat everyone with respect and courtesy, and without harassment regardless of their position, sex, race, culture, religious or political beliefs.

3.4 Legality

Comply with all applicable laws and regulations within the jurisdictions that the Company operates in at all times. Staff members are not excused from their obligation to comply with applicable laws and regulations on the basis of ignorance.

3.5 Duties

All Directors have a fiduciary duty to the Company and a duty to act with loyalty and in good faith.

3.6 Conflicts of interest

Disclose, and take reasonable steps to avoid, any conflict of interest (real or perceived) in connection with OneVue and other personal interests.

- Staff members should not engage in activities or hold or trade assets that involve, or could appear to involve, a conflict between their personal interests and the interests of the Company.
- In general, all Staff are precluded from approving or administering business arrangements such as contracts between the Company and a member of the Staff member's immediate family or with a company, firm or individual employing a member of the Staff's immediate family.
- Directors will obtain the consent of the Chairman before accepting a position on the board of an external company or organisation.
- Employees should consult the Company Secretary if they have any potential conflicts of interest or if they are offered any directorship positions or other roles.

3.7 Improper benefit

Staff will not make improper use of their position with the Company to gain a direct or indirect advantage for themselves or any other person. Nor will they use OneVue work time for private gain.

3.8 Insider information and share trading

Staff members are expected to comply with the Company's Share Trading Policy at all times and this includes the need to discuss their intention to trade in the Company's securities with the Company Secretary as well as exercise the highest degree of caution if they are aware of information which is not publicly available and which may have an impact on the price of the Company's securities.

3.9 Receipt of gifts

Staff should never accept gifts, rewards or entertainment if it could create any obligation or expectation that could conflict with their OneVue roles.

3.10 Confidentiality

Maintain the confidentiality of OneVue, Staff, Clients' and Customers' confidential information and refrain from improper use of this information. Staff who cease their relationship with OneVue remain under obligation to safeguard the Company's affairs and confidential information. All personnel need to be mindful of document handling and act responsibly and discretely when necessary if conducting telephone calls or conversations in public or open spaces. Particular care should be taken in answering enquiries, and data given must be limited to that permitted by standard company practice. Appropriate legal advice should be obtained where doubt exists.

3.11 Privacy

Observe and comply with all Privacy obligations and regulations.

3.12 Workplace Health and Safety

All Staff share a responsibility to ensure the workplace is safe and the Company encourages Staff to report any safety or health concerns.

3.13 Use of resources

Use OneVue resources in a proper manner, and not for personal benefit.

3.14 Reporting of unlawful or unethical behaviour

The Company encourages Staff members to report in good faith suspected unlawful or unethical behaviour. Refer to the Company's Whistleblowing policy for more information and guidance on whether to report to the Managing Director, the Chairman or the Company's external legal representative.

3.15 Use of social media

All Staff are entitled to their personal use of Social Media strictly in accordance with the Company's Social Media Policy. No comments will be made about the Company, its Staff, its Clients or Customers without prior approval as provided for in the Company's Social Media Policy.

3.16 Performance evaluation

All Staff performance evaluations will include an assessment of their compliance with this Code of Conduct.

3.17 Compliance

In addition to abiding by all relevant laws and regulations, Directors will familiarise themselves with documents prepared by the Company in connection to its satisfaction of corporate governance requirements including, but not limited to, the Board Charter, the Continuous Disclosure and Shareholder Communications policy, and the Share Trading Policy.

4. Review

- This Code will be reviewed regularly by the Board, having regard to the changing circumstances of the Company.
- All new management or other relevant Staff members will be provided with a copy of this Code as part of their induction into the Company. Any updates or amendments as approved by the Board will be notified to appropriate officers and Staff members by the Company Secretary.

5. Variation

The Board may change this Code by resolution.

6. Disclosure of Code

This Code will be made available, and updated as required, on the Company's website (www.onevue.com.au) in a clearly marked 'Corporate Governance' section.



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