



Staff Code of Conduct

OneVue Holdings Limited

ACN 108 221 870

June 2020

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 Clients who do not pay the Company anything but may use the Company's services
Director	A director of the Company including non-executive and 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 Staff Code of Conduct ("Code") applies to all employees and Directors of 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 all Staff.

All Staff are expected to act consistently with the fundamental principles as set out in this Code at all times. Also, 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.

The Company 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 (4th edition, 2020)*.

3. Statement of Values

We are committed to our core values of Integrity and Respect, Service Excellence and Teamwork and spell them out to identify what it is like in practice for all who work at OneVue. We ensure senior executives of OneVue continuously role modelling, referencing and reinforcing those core values when communicating and interacting with one another within the Company.

3.1 Integrity and Respect

We are open, transparent and honest. We deliver what is promised to our customers and each other. We treat people with dignity and respect.

3.2 Service Excellence

We strive for excellence and we do not accept second best. We treat all customers as we wish to be treated.

3.3 Teamwork

We are committed to helping each other. We combine our individual strengths and energy across all boundaries for the achievement of a common goal.

4. Conduct requirements

4.1 Values

Act in accordance with the Company's Statement of Values and act in the best interest of the Company.

4.2 Honesty

Act with honesty and integrity at all times.

4.3 Diligence

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

4.4 Fairness

Act with fairness and due care when dealing with all internal and external stakeholders.

4.5 Respect and courtesy

Treat everyone with respect and courtesy without bullying, harassment or discrimination regardless of differences in all its forms such as their position, sex, race, culture, religious or political beliefs.

4.6 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.

4.7 Duties

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

4.8 Conflicts of interest

Disclose, and take reasonable steps to avoid, any conflict of interest (real or perceived) in connection with the Company 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 Chairperson before accepting a position on the board of an external company or organisation.
- Employees should consult the Secretary if they have any potential conflicts of interest or if they are offered any directorship positions or other roles.

4.9 Improper benefit

Staff will use information and property responsibly. Staff will not make improper use of their position with the Company or properties or information that belongs to the Company, its Clients or Customers to gain a direct or indirect advantage for themselves or any other person or to cause detriment to the Company, its Clients or Customers. Staff shall not use Company work time for private gain.

4.10 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 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.

4.11 Receipt of gifts

Staff members may receive gifts, gratuities or hospitality (including lunches and dinners) valued \$300 or less, provided that the total value received from a single contact does not become excessive. Any gifts, gratuities or hospitality above the limit can be accepted if it was disclosed earlier and approved by the Managing Director or Board. Any gifts, gratuities or hospitality worth a value of \$50 or more must be recorded in the OneVue Gift & Hospitality Register. Staff members should refer to the Group Staff Handbook and the Fraud, Anti-Bribery and Corruption Policy for further information.

4.12 Confidentiality

Maintain the confidentiality of the Company, Staff, Clients' and Customers' confidential information and refrain from improper use of this information. Staff who cease their relationship with the Company 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.

4.13 Privacy

Observe and comply with all privacy obligations and regulations.

4.14 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.

4.15 Reporting of unlawful or unethical behaviour

The Company encourages Staff members to report in good faith if there is an improper conduct or circumstances which is unlawful or unethical or if it breaches the Code, the Company's other policies. Refer to the Company's Whistleblowing policy for more information and guidance on whether to report to the Managing Director, the Chairperson or the Company's external legal representative.

4.16 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.

4.17 Performance evaluation

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

4.18 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.

5. Review

- This Code will be reviewed regularly by the Board, having regard to the effectiveness of the Code and 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 Secretary.

6. Variation

The Board may change this Code by resolution.

7. 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.



OneVue

PO Box R1926
Royal Exchange NSW 1225

P: 1300 790 235

F: 02 8022 7448

E: service@onevue.com.au

onevue.com.au

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