



CORPORATE CODE OF CONDUCT

(for directors and employees)

1 Introduction

- 1.1 In this Code of Conduct, a reference to **Questus** means Questus Limited and any one or more of its controlled entities.
- 1.2 The purpose of this 'Corporate Code of Conduct' (**Code of Conduct**) is to:
- a) articulate the high standards of honest, ethical and law-abiding behaviour that Questus expects of its officers and employees;
 - b) encourage the observance of those standards so as to protect and promote the interests of shareholders and other stakeholders;
 - c) guide officers and employees as to the practices thought necessary to maintain confidences in Questus integrity; and set out the responsibility and accountability of officers and employees to report and investigate reports of unethical practices.
- 1.3 This Code of Conduct applies to all officers (including non-executive directors) and employees of the Questus group of companies.

2 Honesty and Integrity

- 2.1 Questus expects all officers and employees to observe the highest standards of honesty, integrity and ethical behaviour in performing with their duties and in dealing with Questus officers, employees, shareholders, unitholders, other customers, suppliers, auditor, external lawyers and other advisers.
- 2.2 To reinforce the Questus culture of honesty and integrity, the group aims to provide a professional and safe working environment. To achieve this, Questus:
- a) does not permit officers and employees to work while under to influence of alcohol or illicit drugs;

- b) is committed to equal opportunity in its employment practices and endorses employment and promotion opportunities based on work related performance;
- c) is intolerant of harassment in the work place; and
- d) promotes a healthy and safe work environment and encourages officers and employees to report matters which may cause injury to colleagues or customers.

3. Conflicts of Interest/Duty

3.1 Each officer and employee needs to be sensitive to, and mindful of, the potential for conflicts to arise (directly or indirectly) between:

- a) the interests of Questus (or the duties owed to Questus by that officer or employee), on the one hand; and
- b) any personal (or 'external' business) interests of that officer or employee (or the duties owed to an external company or entity by any such person), on the other hand.

Where an officer or employee has an actual or potential conflict of interest or duty in connection with Questus affairs, Questus expects that officer or employee to be vigilant in seeking to ensure that:

- c) he or she complies with all applicable obligations to Questus; and
- d) adequate and appropriate steps are taken to safeguard the interests of Questus and its shareholders.

3.2 Officers and employees must be careful to avoid placing themselves in a position where there would be an actual or potential conflict of interest, or a reasonable perception of an actual or potential conflict of interest, between the interests of Questus (or their duties to Questus) and any personal or 'external' business interests (or duties). If employees are in any doubt as to whether a conflict arises, they must disclose the conflict to the group company secretary and follow his or her instructions about how to resolve the conflict.

3.3 Each employee's contract of employment contains more detailed provisions dealing with how to avoid conflicts of interest and duty.

4 **Corporate Opportunities**

- 4.1 Officers and employees must not improperly use:
- (a) their position with Questus; or
 - (b) property or information of Questus obtained as a result of their position, to gain an advantage for themselves (or for a relative or other associate) or to compete with or harm Questus.
- 4.2 Officers and employees must not use the name 'Questus' (or any other business name or trademark used by Questus" for the purpose of any personal or 'external' business transaction (such as, a business transaction that does not occur as part of Questus ordinary business and relates to an officer's or employee's separate business affairs).
- 4.3 Officers and employees must keep all personal or 'external' business dealing separate from the business dealing of Questus.
- 4.4 Officers and employees must not use their position with Questus to obtain a personal gain (or a gain for a relative or other associate) from the existing or potential customers or suppliers, or the auditor, lawyers or other advisers, of Questus.
- 4.5 Questus operates a Gifts Policy, and employee's contracts of employment include provisions which prohibit receipt or provision of improper personal gifts.

5 **Confidentiality**

- 5.1 Officers and employees are required to:
- a) maintain the confidentiality of all confidential information acquired in the course of performing their duties to Questus; and
 - b) not to make improper use of, or improperly disclose, such confidential information to third parties,

except as otherwise approved by the Board or the Executive Chairman or required by law or the listing rules of an applicable stock exchange.
- 5.2 These obligations of confidentiality continue after officers and employees leave office or the employment of Questus.

6 **Fair Dealing**

- 6.1 Questus expects officers and employees to deal fairly (and to encourage other employees and officers to deal fairly) with shareholders and with unitholders, other customers, suppliers, competitors and employees of Questus.
- 6.2 Officers and employees must not take unfair advantage of any shareholder, unitholder, other customer, supplier, competitor, employee, auditor, lawyer or advisor of Questus through illegal contact, manipulation, undue influence, concealment, abuse of privileged or confidential information, misrepresentation of material facts, or any other unfair-dealing practice.
- 6.3 Officers and employees are expected to record accurately the performance and financial position of the Questus group and to communicate business goals and achievements in a fair and honest manner to shareholders.

7 **Protection and Proper Use of Questus' Assets**

- 7.1 Questus expects officers and employees to use all reasonable endeavors to protect the assets of Questus and to ensure their efficient use. Any suspected incidents of fraud or theft should be reported immediately for investigation. Incidents in respect of the Executive Chairman or his direct reports should be reported to a Board member or the Compliance Manager.
- 7.2 Officers and employees must use the assets of Questus (such as funds, products, vehicles and computers) for legitimate business purposes or other purposes approved by the Board or the Executive Chairman.
- 7.3 Officers and employees must protect the assets of Questus (including propriety information such as intellectual property, business and marketing place, employee information and any information that is not generally known to the public). This obligation to protect Questus assets continues after officers and employees leave office and the employment of Questus.

8 **Compliance with Laws, Regulations, Policies and Procedures**

- 8.1 Questus requires officers and employees to comply with:
 - (a) both the letter and spirit of all laws, rules and regulations that apply to Questus in the conduct of its business and affairs;

- (b) all directions issued by Questus in its protocols, policies and procedures, including (but not limited to) Questus Corporate Code of Conduct.

9 Encouraging the Reporting of Unlawful and Unethical Behaviour

9.1 Questus is committed to promoting and maintaining a culture of compliance with the standards, requirements and expectations set out in this Code of Conduct. To fulfill this commitment, Questus needs to be able to ensure that.

- (a) violations of those standards, requirements and expectations are detected and reported; and

- (b) appropriate action is taken in response to any such violations.

9.2 Accordingly, Questus expects each officer and employee to report, promptly and in good faith, any violation by an officer or employee of Questus of the standards, requirements or expectations set out in this Code of Conduct (or of any other unethical, unlawful, fraudulent or corrupt behaviour) of which he or she becomes aware or has reasonable grounds to suspect.

9.3 Questus recognises that the identity of the person or persons to whom any such violations should be reported might vary depending on the particular circumstances. Subject to this, as a general rule, officers and employees are encouraged to report any such violations to the Chairperson of the Board or any other Board member or to the Compliance Manager (in all other cases).

9.4 Where an officer or employee (Reporting Person) reports, in good faith, an actual or suspected violation of this Code of Conduct:

- (a) Questus will, to the extent practicable, keep the Reporting Person's identity confidential; and

- (b) no disciplinary or other adverse action will be taken (or tolerated) against the Reporting Person as a consequence of reporting that violation.

10 Effect of this Code

10.1 This Code of Conduct consists of reasonable directions issued by Questus with which each officer and employee is required to comply under his or her letter of appointment or contract of employment.

- 10.2 This Code of Conduct is to be read in conjunction with an officer or employees letter of appointment or contract of employment and is not intended to limit, in any way, any of the terms of that letter or contract.
- 10.3 A breach of this Code may result in disciplinary action against an employee up to and including dismissal or other legal action.