



**CODE OF CONDUCT AND ETHICS**  
**Link Administration Holdings Limited ("Company")**  
**ABN 27 120 964 098**

## **1. Objectives**

**Policy** Link Administration Holdings Limited (**Link**) and its associated entities and subsidiaries (**Link Group**) are committed to conducting their business with the highest standards of personal and corporate integrity. This Code sets out the standards of behaviour expected of all Link Group directors, senior executives, employees, contractors and representatives (**Personnel**).

**Scope** This Code applies to all Personnel and all other people who represent the Link Group or undertake work for the benefit of the Link Group.

Each member of the Link Group and all Personnel are expected at all times to comply with all applicable laws. All Personnel are expected to conduct the Link Group's operations with high legal, moral and ethical standards in all their dealings and to uphold the Link Group's reputation as a trusted third party financial administrator. Specifically, all Personnel agree to act:

- ethically, honestly, responsibly, diligently and with integrity;
- in full compliance with all laws and regulations that apply to the Link Group and its operations and this Code; and
- in the best interests of the Link Group.

All Link Group senior management must lead by example and demonstrate a high regard for the Link Group, and treat all Personnel with respect.

## **2. Our Values**

Link Group is committed to conducting its operations with a high standard of personal and corporate integrity, guided by our Core Values. All Personnel have responsibility for their own professional behaviour and must conduct themselves in accordance with the following Link Group Core Values, at all times:

- Professionalism
- Integrity
- Respect
- Commitment
- Teamwork

Personnel are also obliged to perform the duties of their position diligently, conscientiously and to the best of their ability.

## **3. Compliance with the law and our policies and procedures**

The operations of the Link Group must be conducted in compliance with all laws and regulations applicable in Australia and in the jurisdictions in which the Link Group's operations and activities are being undertaken.

Personnel must not knowingly participate in any illegal or unethical activity.

## **4. Protect company assets**

Personnel are responsible for taking all prudent steps to ensure the protection of Link Group's assets and resources and, as a trusted third party financial administrator, to protect information and privacy of

customers, their members and shareholders (refer to section 9 “Privacy and confidentiality” for further information). In particular, Personnel should take care to minimise the possibility of theft or misappropriation of Link Group’s assets and resources by any person.

Personnel must ensure that Link Group’s assets and resources are used only for the purposes of performing Link Group’s business and is in accordance with appropriate authorisations.

## **5. Actual, apparent or potential conflict of interest**

Personnel must not use their position, or opportunities arising from their position, nor take advantage of any property or information of the Link Group or its customers, for personal gain (directly or indirectly) or to cause detriment to the Link Group or its customers.

Personnel must not enter into any arrangement or participate in any activity that would actually or potentially conflict with the Link Group’s best interests or that would be likely to negatively affect the Link Group’s reputation.

It is important that Personnel are alert to potential conflicts of interest and communicate openly with their manager and the Chief Human Resources Officer if a potential conflict of interest arises or if they have any doubts.

Personnel must not engage directly or indirectly in any outside business activity involving commercial contracts with, or work for the benefit of, third parties with whom the Link Group has entered into a commercial contract, without the prior written consent of the Managing Director.

## **6. Trading in Securities**

The *Corporations Act 2001* (Cth), and the laws of other countries in which the Link Group operates, contain provisions which prohibit a person in possession of material, non-public information relating to a company from dealing in any way with shares, options or other securities issued by that company or issued or created over the company’s securities by third parties.

The Link Group’s Securities Trading Policy sets guidelines designed to protect the Link Group and its Personnel from intentionally or unintentionally breaching these laws and is available on Link’s website at [www.linkgroup.com/about-us.html](http://www.linkgroup.com/about-us.html).

## **7. Respect and encourage diversity**

The Link Group core value of “Respect” means treating others with respect and this includes members, clients and shareholders. It also extends to supporting the diversity of our workplace.

Link Group does not tolerate harassment, unlawful discrimination or bullying and will act promptly on any complaints.

The Link Group recognises workplace diversity is an integral part of its operations and sets out its approach to diversity in the Diversity Policy which is available on Link’s website at [www.linkgroup.com/about-us.html](http://www.linkgroup.com/about-us.html).

## **8. Exercise caution about accepting gifts or hospitality**

It is Link Group policy that gifts and hospitality should only be accepted by Personnel in circumstances that do not create a real or perceived obligation for the Link Group or the Personnel that may inappropriately influence an existing or future business relationship with the provider of the gift or hospitality or the organisation he/she represents.

- Acceptance of gifts or hospitality of up to a value of \$A100 are usually acceptable – provided the Personnel is satisfied that accepting the gifts or hospitality will not create a real or perceived obligation to the provider.
- Gifts or hospitality up to the value of \$A250 may also be accepted, provided the Chief Human Resources Officer is notified in writing (email is acceptable) of the gift or hospitality immediately.

- Again, gifts or hospitality should be accepted only when the Personnel is satisfied that accepting the gift or hospitality will not create a real or perceived obligation to the provider.
- A gift or hospitality worth over \$A250 should only be accepted after consultation with, and approval from, the relevant Business Unit Head. The Business Unit Head will have regard to whether, in all the circumstances, the gift or hospitality may create a real or perceived obligation, which would compromise the independence and objectivity of the recipient or Link Group.

The Link Group will maintain a record of the above.

This Code means that, as a general rule, Personnel should not accept gifts in the form of travel and accommodation, eg to attend an out-of-town sporting or entertainment event. It may, however, be appropriate for Personnel to agree for their travel and accommodation costs to be met by those inviting them, if they are invited to attend or present at conferences or seminars, or if their attendance at the event is part of their normal work responsibilities. Again, the Business Unit Head should be consulted before the offered arrangements are accepted.

If Personnel are in any doubt about the appropriateness of accepting any gift or hospitality from a current or prospective future client or supplier, Personnel should politely decline the gift – doing so will only enhance the Company's reputation as an organisation of high ethical standing.

Personnel should also be aware of the potential for real or perceived conflict of interests when providing gifts or hospitality. Personnel should exercise care when offering gifts or hospitality. If Personnel have any questions they should contact the Human Resources Team or their manager.

## **9. Privacy and confidentiality**

Personnel must maintain the confidentiality of all Link Group documents and information and not disclose them to any third party without the prior consent of the Managing Director, unless required by law or as otherwise permitted under any formal written agreement between the third party receiving the confidential information and an entity in the Link Group. If required by law to make disclosure, the Personnel must inform the Managing Director prior to disclosure unless this would cause the Personnel to breach a law themselves. Confidential information must not be used for personal or commercial gain.

Personnel must treat the information of current and former clients of the Link Group in the same way that they would treat Link Group's confidential information. Personnel must manage the personal information of others including current and former Link Group clients and their members in accordance with the Link Group Privacy Policy. For further details, please refer to: <http://linkgroup.com/privacy.html>.

## **10. Intellectual property**

Intellectual property means any ideas, inventions, discoveries, patents, patent applications, copyright, derivative works, trademarks, trade mark applications, service marks, improvements, trade secrets, know-how, technical information, specification, product marketing and costing information and the like, and any corresponding property rights under the laws of any jurisdiction. Intellectual property may include written, audio-visual and website material created by or for Link Group. Unless a permitted exception applies, the intellectual property rights and copyright of any material produced in the course of a Personnel's engagement belongs to Link Group.

The Link Group relies on our intellectual property to give us an advantage in this highly competitive industry. Therefore, it is the responsibility of all Personnel to protect the Link Group's intellectual property. Personnel must seek permission from their manager before they distribute, reproduce or publish any intellectual property.

## **11. Fraud and Corruption**

Fraud is any dishonest activity that causes actual or potential financial loss to any person or entity.

Corrupt behaviour refers to any conduct that lacks virtue or integrity, including usage or attempts to use one's position for personal advantage.

Failing to appropriately manage corrupt and fraudulent behaviour can affect the Link Group's assets and reputation. Personnel have two key obligations:

- Personnel must not engage in any corrupt or fraudulent behaviour; and
- If Personnel witness another Personnel engaging in any behaviour that is unlawful, improper, unethical or criminal in nature, such behaviour must be reported.

## **12. Report any breaches of this Code, the law or our policies and procedures**

Examples of poor work related behaviour may include (but are not limited to):

- activities which seek to defraud or intentionally mislead other people or the Link Group
- using Link Group equipment and facilities for a business outside of the Link Group
- carrying out duties in an unsafe or inappropriate manner that causes risk or reduces the ability of others to carry out their duties
- unlawful or unethical behaviour or behaviour that is in breach of this Code

Certain kinds of poor work related behaviour can be very serious and can cause great harm to the reputation, commercial interests and culture of the Link Group.

Personnel must immediately report any circumstances which may involve a breach of this Code to their manager, Human Resources or Risk & Compliance. Link will maintain appropriate levels of confidentiality and ensure suitable protection for any Personnel who makes a report in relation to this Code.

## **13. Consequences of non-compliance**

The Board is responsible for monitoring compliance with this Code. Any breach of applicable laws, accepted ethical commercial practices or other aspects of this Code may result in disciplinary action. In serious cases, this may include the termination of employment or engagement. Personnel are encouraged to speak to their manager or Human Resources to resolve any concerns they may have relating to their ability to adhere to this Code.

Similar disciplinary action may be taken against any manager who directly approves of such action, or has knowledge of the action and does not take appropriate remedial action. Furthermore, should a manager treat another Personnel less favourably as a result of that person or anyone else reporting any circumstances which may involve a breach, appropriate action will be taken.

Breach of applicable laws or regulations may also result in prosecution by the appropriate authorities. Link will not pay, directly or indirectly, any penalties imposed on any Personnel as a result of a breach of law or regulation.

## **14. Additional Information**

Personnel should contact their manager or the Human Resources Team if they have any questions relating to the interpretation or compliance with this Code. For further information, please refer to the Link Group's policies and procedures, which are available on the intranet site.

## **15. Review**

This Code is subject to annual review by the Board.

**September 2015**