



## OCEANIA CAPITAL PARTNERS LIMITED (OCP)

ABN 52 111 554 360

### Code of Conduct

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First approved – 15 June 2005

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#### **Purpose**

It is important for all employees of OCP to maintain high moral and ethical standards. Some of these standards are set out in this Code of Conduct.

This Code of Conduct is not intended to be exhaustive and cannot anticipate every situation which may morally or ethically compromise an employee or OCP. In this regard OCP expects its employees to use their common sense and sound judgement.

The Board is committed to ensuring that the Company's actions are consistent with the principles of this Code. It will make decisions with this Code in mind and will review the Code from time to time so that it remains relevant and complete. It is intended that the Code will form part of the Company Policies of OCP and should be read in conjunction with the company policies.

If you are in any doubt as to how to act in any situation, please speak with your manager and seek advice prior to taking any action. All requests for advice will be dealt with confidentially.

#### **Guideline**

In performing their duties, staff members must conduct themselves in accordance with the following common-sense principles:

1. You must act honestly and fairly in all business transactions and dealings with others.
2. You must treat other employees, contractors, clients, competitors, and all other persons with whom you deal at work with the utmost courtesy and respect.
3. You must not compromise their duty to act within the best interests of OCP.
4. You must comply with all laws and regulations applicable to the business of OCP.

#### **Professional Conduct**

##### ***Conflicts of Interest***

All employees have an obligation to avoid financial, business or other relationships which might conflict with the legitimate business interests of OCP or the proper performance of their duties.

Such a conflict will exist where you compromise your ability to act with total objectivity with regard to OCP's business interests.

All potential or actual conflicts of interests must be disclosed in writing to the Board of Directors of OCP. OCP reserves its right to either approve the conflict upon conditions, or to exclude the employee from the conflict situation.

### ***Equal Employment Opportunity***

Discrimination and sexual harassment in the workplace are illegal. Employees should adhere to a policy of equal employment opportunity regardless of gender, age, sexual orientation, race or physical ability.

### ***Confidentiality***

Employees should treat all the affairs of OCP, its counterparties and fellow employees with absolute secrecy, except as required by law. This obligation continues should they leave OCP.

### ***Honesty***

Staff should be absolutely honest in all their professional activities. Stealing, borrowing, misappropriating money or property for private use, unauthorised access to information and fraudulent acts generally are criminal offences.

You should report any knowledge of fraud, error, breach of law or concealed practice which may be detrimental to the interests of OCP.

### ***Media Comment***

Staff members may not make statements or comments to the media or other external bodies regarding OCP, its business dealings, financial status, or its customers unless directed or authorised by OCP. You must direct all media enquiries to the Managing Director for approval.

### ***Return of Company Property***

On termination of employment for any reason whatsoever, all Company property must be returned immediately to your manager.

### ***Staff Trading***

All employees have an obligation to restrict their dealings in Financial Products during certain times, or when they are in possession of certain types of information. Please refer to the Staff Financial Products Dealing Policy.

## **Misuse of Company Property, Information & Resources**

### ***General Misuse***

Generally, the use of the property, information, and resources of OCP for any purposes other than the business of OCP is prohibited, for instance, approving or making of a payment on behalf of OCP for something other than the stated purpose.

### ***Authority to Sign documents***

Employees cannot sign any documents on behalf of OCP or in any way commit OCP to any agreement unless they have been properly authorised in writing by OCP to do so.

### ***Intellectual Property***

One of OCP's most important assets is its intellectual property, including any software, copyrights, patents, trademarks, trade secrets, and training manuals. Each employee is responsible for protecting OCP's intellectual property rights by complying with OCP's policies and procedures for the protection of these rights.

Whilst employed by OCP, all intellectual property that is related to the affairs of OCP including patents, copyrights, inventions, programs and documentation generated by you will become the property of OCP.

### ***Outside Employment and Appointments***

Subject to the approval of the Managing Director, employees may obtain supplementary employment or occupations outside OCP, or hold honorary positions in clubs and charitable and community organisations, providing the performance of their OCP duties is not affected adversely, such employment or occupation does not in any way reflect adversely on OCP and does not conflict with their duties to OCP.

Any outside directorship of a commercial organisation should be disclosed to OCP and should only be held where there is no possibility of conflict or adverse effect on duties to OCP.

Staff members must notify OCP in advance if they wish to stand for any political office.

### **Personal Standards and Finances**

Staff should adopt personal standards consistent with the high reputation of OCP and endeavour at all times to enhance the standing of OCP.

If a staff member is experiencing financial difficulties, they should never hesitate to discuss them with their Manager. They should inform OCP if any bankruptcy or insolvency action is taken against them.

Whilst at work, staff should dress professionally and appropriately for the specific activities to be undertaken. Subject to this standard being maintained staff can wear casual clothing at their discretion.

### **Compliance**

Adhering to the standards of conduct discussed in this policy is one of the conditions of employment with OCP. Failure to comply with them may result in an OCP staff member being subject to disciplinary action. In extreme cases the OCP staff member may be dismissed.