



QMS MEDIA LIMITED

("Company")

Code of Conduct

Introduction

- 1 The board of directors of the Company (**Board**) and management team are committed to this code of conduct (**Code**) which is based on our core values and the expectations of all of our stakeholders.
- 2 The Company is committed to maintaining ethical standards in the conduct of its business in order to:
 - (a) promote standards of responsibility and professional conduct of its directors and employees;
 - (b) promote a healthy, respectful and positive workplace environment; and
 - (c) support our business reputation and corporate image in the wider community.

Understanding your Obligations

- 3 The Code applies the Company and all its subsidiaries worldwide and all of the people who work in those entities.
- 4 The Company seeks out business partners who are aligned with their approach to business and who have similar codes of conduct.
- 5 All employees are expected to understand the principles in this Code and to uphold its values.
- 6 The Board is responsible for setting this Code and monitoring compliance with it, while the CEO is responsible for implementing the Code throughout the Company and its operations.

Ethical Behaviour and reporting breaches

- 7 Ethical issues can often be difficult to manage and determine how to act. Before making a judgement as to how to act, it is expected that our people will consider whether:
 - (a) the action is legal and authorised;
 - (b) the action is consistent with this Code and other Company policies;
 - (c) the action could have negative consequences for the Company and its reputation; and
 - (d) the action would be considered appropriate in the eyes of friends, family or colleagues.
- 8 In the event of any concern, we encourage our people to seek guidance quickly. Ethical issues can become difficult to resolve if they continue.
- 9 Our people are obliged to report unethical behaviour or when a breach of this Code is observed.

- 10 No one will face adverse consequences of genuinely reporting a breach or potential breach and such matters will be discussed freely and openly, while maintaining confidentiality where appropriate.
- 11 If a breach of the Code has been occurred, the Company will act quickly and fairly.
- 12 A breach of the Code may lead to disciplinary action. Further, if there has been a suspected breach of the law, the appropriate authorities will be informed.

Acting Lawfully and Professionally

- 13 The Company and all of its people must comply with local laws and regulations wherever we operate.
- 14 All of the Company's people must be aware of their duties and obligations, and comply with our policies.
- 15 Even if local laws allow certain actions, this Code must continue to be complied with.
- 16 The Company is bound to comply with the *Corporations Act 2001* (Cth) (**Act**) and the ASX Listing Rules. For that purpose, certain policies including those on continuous disclosure and securities trading have been implemented and must be complied with.
- 17 Similarly, insider trading is a criminal offence under the Act. The Company's policies prevent securities trading during certain periods, but trading outside those periods whilst in the possession of inside information is still prohibited.
- 18 Ignorance is not a valid excuse for breach of law. The Company's employees are expected to understand the legal environment in which they work.
- 19 Conflicts of interest must be avoided. These are situations where an employee's external activities, personal relationships or interest conflict with their responsibilities to the Company.
- 20 Conflicts of interest influence decision making in a way which compromises a person's ability to act in the best interests of the Company (actual conflict) or suggests to others that this is the case (perceived conflict).
- 21 Any conflicts of interest are to be immediately reported.
- 22 Failing to deal with conflicts of interest can be a major risk to the Company and its relationships.
- 23 The Company must comply with UN and other legitimate sanctions, embargoes and legal restrictions on trade with certain countries, entities and individuals. Failure to comply could cause the Company significant financial loss and damage its reputation.

Preventing Bribery and Corruption

- 24 The Company must comply with all laws regarding bribery and corruption, Failure to do so could have a severe damage to our reputation as well as exposing directors and persons involved to imprisonment and fines.
- 25 The Company expects its people to act fairly, honestly and with integrity and not to do business with people who act contrary to this.
- 26 The Company must not be involved, even through third parties, in any attempt to improperly influence a public official or any other person to favour the Company.

This can be bribes, financial inducements, secret commission or facilitation payments.

- 27 Similarly, no payment or gift can be accepted by the Company's people in order to influence the Company's business decisions. Any such payment or gift must be immediately reported.
- 28 Given the above, gifts, entertainment and hospitality must be scrutinised to ensure it is for a legitimate business purpose and foster constructive and positive business relationships.
- 29 The Company can be used by third parties for the purposes of money laundering. Irregular receipts and payment should be carefully considered for potential money laundering and guidance should be sought if there is any concern.

Protecting assets, resources and information

- 30 All employees of the Company have a responsibility to protect and conserve the Company's assets and system from loss, theft and unauthorised use.
- 31 Company assets can only be used for Company purposes.
- 32 All information of the Company's and its customers should be treated as confidential and only disclosed to third parties where there is a need to know.
- 33 Confidential information is an asset of the Company and must be treated accordingly.
- 34 The Company has record keeping procedures and policies in place. These are often an important part of the Company's risk mitigation processes and must be followed.

Working with Others

- 35 The Company's reputation is impacted by the conduct of its business partners. In certain circumstances, the Company can be held liable for their actions.
- 36 Accordingly, any business partnership must be preceded by appropriate due diligence and continually monitored for compliance with this Code.
- 37 The Company believes in fair and open competition for business. The Company will not accept or participate in anti-competitive conduct.
- 38 The Company respects the authority of governments at all levels and promotes open and honest engagement with them. The Company will not participate in party politics.

Working with each other

- 39 Diversity is a strength of business. The Company has a diversity policy which is expects compliance with.
- 40 Similarly, the Company's expects compliance with discrimination and anti-harassment laws and action contrary to them will not be tolerated.

Date: 10 April 2015