



# Code of Ethics and Conduct

## 1. Introduction

IRESS Market Technology Limited (“IRESS”) is committed to conducting its business in a way that is open and accountable to shareholders and the wider marketplace. We believe our corporate governance practices as a listed company are rigorous and of a high standard.

## 2. Purpose of the Code

IRESS employees are bound by a Code of Ethics and Conduct (“Code”). The objective of the Code is to ensure that:

- high standards of corporate and individual behaviour are observed by all IRESS employees in the context of their employment with IRESS;
- employees are aware of their responsibilities to IRESS under their contract of employment; and
- all persons dealing with IRESS whether it be employees, shareholders, suppliers, customers or competitors can be guided by the stated values and policies of IRESS.

For the purpose of this document “employees” includes IRESS contractors and directors.

## 3. Obligation to Comply with Code

Employees will adhere to the Code both in letter and in spirit. Adherence to the Code is a term of employment with IRESS. Violation of the Code by any employee, or unethical behaviour which may affect the reputation of IRESS may be subject to disciplinary action including termination of employment.

## 4. Primary Obligations of Code

IRESS and its employees must act with high standards of honesty, integrity, fairness and equity in all aspects of their employment with IRESS.

IRESS and its employees must comply fully with the content and spirit of all laws and regulations which govern the operation of IRESS, its business environment, and its employment practices.

Employees will not knowingly participate in any illegal or unethical activity.

Employees will not enter into any arrangement or participate in any activity that would conflict with the interests of IRESS or prejudice the performance of professional duties.

Employees must actively promote compliance with laws, rules, regulations and this Code.

## 5. Reputation of IRESS

Employees shall not do anything which would be likely to negatively affect IRESS’ reputation.



## 6. IRESS' Responsibilities to Shareholders and the Broader Financial Community

It is Management's task to achieve, and the Board's role to oversee, the delivery of shareholder value through the sustainable and efficient operation of the company, sound reporting and risk management practices and compliance with the continuous disclosure regime. The mechanisms to achieve this include the risk management structures, the Audit Committee, and the Board's oversight of strategic and business objectives.

## 7. Care and Diligence

IRESS and its employees should exercise due care and diligence in the performance of their duties and responsibilities. This should include such activities as ensuring the accuracy of all decision-making information, attending to detail in all aspects of work, being mindful of the sensitivities of others, protecting confidentiality, and being courteous, open and honest.

The products and services provided by IRESS will be of high quality. IRESS and its employees will deliver these products and services to its customers in a timely and equitable manner, and give customer satisfaction high priority. Where the quality of products and services provided by IRESS is not satisfactory to its customers, IRESS will take prompt remedial action.

## 8. Conflicts of Interest

Where a conflict of interest arises or may arise, an employee must disclose the conflict to his or her supervisor. The supervisor will ensure that measures are put in place to protect parties affected by the conflict of interests from that conflict. Depending upon the nature and extent of the conflict, the measures taken to protect against conflict of interest may include ensuring that the conflicted or potentially conflicted employee does not participate in the relevant decision or activity, or disclosing the conflict to third parties affected by the conflict and ensuring that the conflicted or potentially conflicted employee is not the sole decision maker on the matter.

Employees who are directors of IRESS or its subsidiaries will be guided by the constitution of IRESS or the subsidiary and will ensure that they abide by the provisions in the Corporations Act governing conflicts of interest. Where there is doubt the matter should be raised with the Chairman of IRESS or the relevant subsidiary.

## 9. Corporate Opportunities

Employees will not take advantage of property, information or position, or opportunities arising from these, for personal gain or to compete with IRESS.

## 10. Confidentiality

Employees will not breach IRESS' confidentiality or make use of confidential information obtained from IRESS for personal gain or in a manner which would be detrimental to IRESS.

Confidential information of IRESS will not be used except in ways which are authorised by IRESS or legally mandated. The same applies to confidential information belonging to third parties which an employee may obtain in the course of their duties.

All employees acknowledge this need for confidentiality by signing an Acknowledgement of Confidentiality upon commencement of employment and must not seek to obtain sensitive information which is not relevant to the performance of their duties. IRESS will respect the confidentiality of its employees.

## 11. Fair Dealing

IRESS has a trade practices compliance policy, procedures, training and compliance guide all of which are available to IRESS employees on the IRESS intranet. The trade practices policy requires compliance with



trade practices laws and requires employees to familiarise themselves with the policy and procedures designed to educate them on these matters.

IRESS and its employees will comply with the content and spirit of all relevant laws and regulations concerning employment, such as anti-discrimination, equality of employment, health and safety. IRESS will endeavour to ensure that all employees are treated fairly, equitably, and honestly.

## 12. Use of Company Assets

IRESS assets must be acquired, maintained and used in an efficient manner and for legitimate business purposes.

## 13. Dealing Rules

Employees will comply with the IRESS staff share trading policy as amended from time to time.

## 14. Privacy

IRESS' Privacy Policy regulates the handling of any personal information that IRESS collects. It contains detailed information on IRESS' functions and activities, and privacy issues and its privacy policy provisions. A copy of the policy is available on our website at [www.iress.com/en/Company\\_Profile/Corporate\\_governance/Governance\\_documents.html](http://www.iress.com/en/Company_Profile/Corporate_governance/Governance_documents.html).

## 15. Whistleblower

IRESS encourages employees to bring forward genuine concerns within the workplace and to report any wrongdoing of which they are aware. We recognise that any genuine commitment to detecting and preventing illegal and other undesirable conduct must include a mechanism whereby employees and others can report their concerns freely and without fear of reprisal or intimidation. This Whistleblower policy provides such a mechanism, and encourages the reporting of such conduct. It is also designed to complement the normal communication channels between employees, managers, directors, contractors and consultants to address questions, concerns, suggestions or complaints.

If an employee becomes aware of any acts of serious misconduct such as fraud, corrupt conduct, undesirable behaviour, legal or regulatory non-compliance, or questionable accounting and auditing practices or information showing that any of the above has been, is being or is likely to be deliberately concealed they should raise it with the Human Resources Manager or the Group General Counsel in the first instance who will try to resolve the matter promptly.

If an employee believes that the above mentioned escalation will not result in the appropriate action being taken or that either escalation point has a connection to the issue/complaint/incident then the issue/complaint/incident can be brought to the attention of the Chairman of the Audit Committee – John Hayes. Contact details for escalation points can be found at the end of this section.

Any employee who makes a disclosure in bad faith or in order to cause disruption to the Company will not be protected by the whistleblower policy and may be asked to attend a disciplinary meeting and may become subject to proceedings as per the disciplinary process outlined in the employee handbook.

Any employee who incriminates themselves by making a disclosure will not be immune from prosecution in the legal system. However, continued employment would be dependent on the outcome of any legal process as well as the degree of cooperation with the disclosure and investigation.

Who and How to contact:

Linda Agnew, HRM

[lagnew@iress.com.au](mailto:lagnew@iress.com.au)

Peter Ferguson, Group General Counsel

[pferguson@iress.com.au](mailto:pferguson@iress.com.au)

John Hayes, Chair of the Audit Committee

[disclosure@iress.com.au](mailto:disclosure@iress.com.au)



IRESS Market Technology Limited | A.B.N. 47 060 313 359

## 16. Bribery and Corruption

### General

Honesty, integrity, reliability and trust are key values at IRESS. Bribery and corruption are in themselves incompatible with those values and in addition represent a risk to the IRESS' business.

All IRESS employees and Directors are subject to the following restrictions; they:

- must not engage in bribery or seek improperly to influence a transaction;
- must not accept any bribe or otherwise allow business decisions to be improperly influenced;
- should report any instance or suspected instance of bribery or corruption to a member of the Executive Committee.

### Gifts and Entertainment

Employees and Directors should use their discretion in accepting gifts with a significant value (as a guide significant is likely to be gifts with a value exceeding AUD500), either personally or on behalf of the IRESS. If particular circumstances would mean that a refusal to accept a gift would be likely to give offence e.g. for cultural reasons, then employees and directors may accept a gift but should report that gift to a member of the Executive Committee and subject to the discretion of such Executive, the gift, or its value equivalent, should be donated to a suitable charity.

Employees and Directors may accept or offer invitations to entertainment where such invitations are reasonably regarded as a part of the business relationship between IRESS and the person or entity to whom or from whom the invitation relates and provided the value of the entertainment is not unreasonable in the circumstances and the nature of the entertainment is not inappropriate and likely to compromise IRESS' reputation.

## 17. Other Policies Regulating Employee Behaviour

IRESS also requires employees to comply with policies relating to:

- outside employment;
- acceptance of business courtesies;
- drugs and alcohol;
- employee relations;
- property and information belonging to IRESS; and
- computer usage, desktop software, internet usage and email.

These policies are available to all employees on the IRESS intranet site.

## 18. Monitoring Compliance with the Code

IRESS' internal auditor monitors compliance with this Code.

## 19. Reporting Violations of the Code of Ethics or other Unethical Conduct

Employees are required to report violations of the Code using conflict escalation procedures. The procedures provide for a staged escalation and provide ultimately for the Managing Director and the Chairman of the Audit Committee to become involved. The policy underlying the procedures is to ensure employees are not disadvantaged in any way for reporting violations of the Code or other unethical conduct, that the matter is dealt with promptly and fairly and that the procedures are not used maliciously or mischievously.

