

# Code of Ethics and Conduct

## 1. Introduction

IRESS Market Technology Limited (“IRE”) 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

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

For the purpose of this document “employees” includes IRE 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 IRE. Violation of the Code by any employee, or unethical behaviour which may affect the reputation of IRE, may be subject to disciplinary action including termination of employment.

## 4. Primary Obligations of Code

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

IRE and its employees must comply fully with the content and spirit of all laws and regulations which govern the operation of IRE, 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 IRE or prejudice the performance of professional duties.

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

## 5. Reputation of IRE

Employees shall not do anything which would be likely to negatively affect IRE's reputation.

## **6. IRE'S 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**

IRE 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 IRE will be of high quality. IRE 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 IRE is not satisfactory to its customers, IRE 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 IRE or its subsidiaries will be guided by the constitution of IRE 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 IRE 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 IRE.

## **10. Confidentiality**

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

Confidential information of IRE will not be used except in ways which are authorised by IRE 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. IRE will respect the confidentiality of its employees.

## **11. Fair Dealing**

IRE has a trade practices compliance policy, procedures, training and compliance guide all of which are available to IRE employees on the IRE 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.

IRE 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. IRE will endeavour to ensure that all employees are treated fairly, equitably, and honestly.

## **12. Use of Company Assets**

IRE 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**

IRE's Privacy Policy regulates the handling of any personal information that IRE collects. It contains detailed information on IRE's 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.au/corporate/corp\\_governance.asp](http://www.iress.com.au/corporate/corp_governance.asp).

## **15. Other Policies Regulating Employee Behaviour**

IRE 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 IRE; and
- computer usage, desktop software, internet usage and email.

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

## **16. Monitoring Compliance with the Code**

IRE's internal auditor monitors compliance with this Code.

## **17. 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.