

CODE OF CONDUCT POLICY

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Version 3

MAINSTREAM GROUP HOLDINGS
LIMITED

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1. INTRODUCTION

Mainstream is a client-orientated company that prides itself on delivering exceptional customer service. Employees, managers, directors, contractors and consultants are expected to consistently display the highest standards of professional and personal conduct in delivering to the needs of our customers, stakeholders, colleagues, suppliers and the community.

Mainstream will provide an environment that:

1. Fosters inclusion, teamwork, integrity and accountability
2. Promotes adherence to compliance and legislative requirements
3. Enables employees to raise issues and concerns without fear of retribution
4. Encourages professional behaviour and ethics, with a strong commitment to exceeding our customers' expectations

All employees have an obligation and duty of care to:

- Comply with prevailing community standards of equity, justice, fairness and compassion in dealing with others within and beyond the company
- Perform duties in a responsible and professional manner, with due regard for company policies and other legal requirements and obligations
- Raise issues, concerns or errors immediately to management
- Exert responsible stewardship of company resources
- Promote and protect the company's reputation in the wider community
- Act appropriately when a conflict arises between our self-interest and our duty to the company

2. VALUES

Mainstream's values guide how we engage with our clients, service providers and each other. We are committed to these values and live them every day.



3. DUTY OF CLIENT CARE

At Mainstream, we pride ourselves on our exceptional customer service. As part of this commitment to customer service, we want to ensure that any incidents or errors are quickly brought to the attention of management and our clients. We want to foster an environment where issues or concerns can be raised and discussed with management without fear of retribution.

Our philosophy is to work with our clients on getting to the root cause of any issue, identifying practical solutions and where necessary, communicating appropriate messages to investors. To ensure that we meet this commitment to our clients, the following outlines our responsibilities in the case of any incidents or errors:

- Every employee has read and understood their team's escalation matrix;
- Every employee has a duty of client care to notify management of any incidents as soon as they become aware of them, without fear of reprisal;
- Team leaders and management are to report incidents via flash reporting to clients and Responsible Entity (RE), if applicable, within 24 hours of the incident being identified;
- Final incident reports are required to be delivered to the client and RE within 72 hours of the

incident being identified with the support of the Client Service Manager and the Risk and Compliance Manager.

- In any instance where compensation may be considered, the compensation components and calculations need to be documented for review and approval by the Risk and Compliance Manager and Chief Executive Officer prior to any payment being agreed, communicated or paid to clients.

4. USE OF COMPANY RESOURCES

All employees are expected to:

- Use company technical and physical resources properly, responsibly and for legitimate purposes only;
- Seek authorisation before using company property for personal purposes;
- Use resources in a manner that causes no harm to the community or environment;
- Strive to always obtain value for company money spent and avoid waste and extravagance in the use of company resources;
- Secure all company property against theft or fraud;
- Maintain the integrity, security and confidentiality of all company intellectual property, commercial information and any other information.

5. PROTECTION AND PROMOTION OF THE COMPANY'S REPUTATION

All employees are expected to:

- Promote the company wherever possible in our professional dealings with others;
- Refrain from representing ourselves as spokespersons, or acting for or on behalf of the company unless authorised to do so ;
- Refrain from engaging in any activity that may compromise the company's integrity and reputation.

6. INSIDER INFORMATION AND SHARE TRADING

As a publicly listed company and administrator of funds, Mainstream needs to ensure that our people comply with the inside information and share trading laws under the Corporations Act.

Inside information is defined under the Corporations Act as information that would, if it was publicly available, be likely to have a material effect on the price or value of a company's securities, or influence persons in deciding whether or not to buy or sell a company's securities.

For the purpose of this policy, the definition of a "company security" is a share or equity holding of:

- Mainstream Group Holdings Limited;
- a client company; and
- Company securities contained in any client funds or other products.

In the course of their duties, employees may receive or have access to information that is not publicly available. Mainstream's policy and procedures are aimed at ensuring that staff act with integrity and do not misuse any "price sensitive" information for their own, or third party, benefit.

To ensure compliance with the Corporations Act, our code of conduct and trading policy, all employees are required to disclose any securities that they hold in any client company, or investments in managed funds or other products of Company clients.

Employees cannot have any involvement in processing transactions in which they are a beneficiary. NB: The exception to this is Mainstream Superannuation Services where a nominated employee will process superannuation transactions on behalf of staff superannuation fund members, with appropriate two level authorisation in place. Employees will be required to notify the Head of Risk and Compliance of their intention to buy shares / units in client companies or funds. A Mainstream senior executive must consent to the investment evaluating any perceived or real conflicts of interest.

If consent is received the Employee must declare their holdings and/or investments in the company securities at that time, together with any investment in managed funds or other products of client companies. It is the Employee's responsibility to update the company of any changes in regards to their investment in client company shares, funds or other products. In addition to the above, employees must comply with the Company's Trading Policy at all times.

7. INTELLECTUAL PROPERTY (IP) RIGHTS AND MORAL RIGHTS

All proprietary, industrial and intellectual property rights of any kind created or developed by any Employee, alone or with others, in the course of providing services to the Company or using Company resources or time or at the Company's request (Work IP) will be the sole and exclusive property of the Company.

By signing this Code, the Employee agrees to sign and do anything required to assign to the Company any rights the Employee may have in the Work IP and protect the Company's rights in it.

Whilst the Employee acknowledges that the Employee may have moral rights in materials developed by the Employee for or on behalf the Company or in the course of servicing the Company, the Employee voluntarily and unconditionally consent to any use, act or omission by the Company in relation to such materials (provided it is not derogatory).

8. DEALING WITH CONFLICTS OF INTEREST

All employees are expected to:

- Ensure that our financial and other interests and actions do not conflict or seem to conflict with the obligations and requirements of our company position, or advance our own interests over those of the company;
- Avoid any financial or other interest or undertaking that could directly or indirectly, compromise the performance of our duties;
- Take all suitable measures to avoid or deal appropriately with any situation in which we may have or been seen to have a conflict arising out of our relationship with others within or beyond the company;
- Notify the CEO in writing as appropriate, of the existence of an actual or potential conflict of interest;
- Declare our relationship when participating in decisions affecting another person with whom we have a personal relationship.

This includes not undertaking any other business or profession, being an employee or agent for reward of any other person, or assist or have an interest in any other business or profession without the Company's consent in writing.

Custody team only:

The Custody team has a matrix report directly to the CEO, Mainstream Fund Services Australia and is able to raise any potential conflicts of interest with the CEO, or to the Chairperson of the Risk and Compliance Committee.

9. ALCOHOL AND OTHER DRUGS

An employee's ability to work safely and productively may be impaired by the consumption of alcohol or the use of drugs. The company intends to prevent any harm caused by the use or abuse of alcohol or other drugs in the workplace. Compliance with this policy is a condition of employment for all company employees, temporary and casual staff and contractors. Mainstream is committed to the responsible service of alcohol at company-sponsored functions.

Any employee who is in a condition that impairs their ability to perform their job, endanger their own or others' safety, risk damage to equipment/assets or otherwise expose the company to potential liability, will not be allowed to continue working or remain in the workplace until such time as they are fit and in a state to return to work. In this instance, the employee may be subject to disciplinary action and if the employee's impairment constitutes gross misconduct, termination of employment may be warranted.

The possession of illicit drugs or equipment related to the use, manufacture, or purchase/sale of illicit drugs at the workplace, a work sponsored or related function, while on company or client premises, or while in command of a company vehicle or vehicle rented by the company will be grounds for immediate dismissal.

10. BULLYING, HARASSMENT AND DISCRIMINATION

Mainstream is committed to providing a workplace which is free from bullying, harassment and unlawful discrimination. The organisation aims to ensure all those participating in the workplace are treated with respect, dignity and fairness with an aim of creating an environment which promotes positive working relationships, equal employment opportunities and prohibits discriminatory practices, including harassment.

Accordingly, we prohibit and will not tolerate discrimination or harassment based on race, colour, creed, religion, sex, sexual orientation, gender identification, gender expression, age, national origin, disability, pre-disposing genetic condition, veteran status, marital status or any other protected characteristic as established by law.

Please review the Mainstream HR Policy and Employee handbook for further policy information and appropriate avenues for reporting an incident.

11. BENEFITS, GIFTS AND ENTERTAINMENT

You must exercise care in the giving and receiving of business-related benefits, gifts or entertainment to/from customers and product providers. You are responsible for identifying personal or business circumstances that may give rise to potential, actual or perceived Conflicts of Interest and for recording those details in the relevant Gifts/Conflicts of Interest Register. There may also be tax implications on receipt of certain benefits, gifts or entertainment values.

Speak to your Manager if you are unsure or have any concerns.

12. COMPLIANCE AND BREACHES

All company employees must comply with this Code of Conduct and report any suspected breaches, corrupt, criminal or unethical conduct to their Manager, and the Head of Risk and

Compliance. This includes reporting of any suspected fraudulent activity by any employee, contractor or third party associated with Mainstream Limited or its subsidiaries. All employees are expected to have read and understood their obligations under the Company's Fraud Policy (available on the intranet).

Any information provided will be treated in the strictest of confidence.

Employees whose conduct falls below the standards outlined in the Code of Conduct will be counselled accordingly and/or disciplined in accordance with the Company's disciplinary procedure, which may result in termination of employment. If a contractor of Mainstream is found to have breached this policy, their contract stands to be terminated, or may not be renewed in the future.

Employment may be terminated by the Company at any time without notice for serious misconduct or continued failure to observe the policies and procedures of the Company or its clients.

13. PUBLIC STATEMENTS

Public statements have the potential to breach the Company's obligations in respect to confidential information, share trading and continuous disclosure.

Executives and Employees should not make public statements unless authorized by the Chairman or Company Secretary.

14. EMAIL, INTERNET AND SOCIAL MEDIA

The Company's email, internet and social media systems have been developed to assist communication with customers, suppliers and between employees. These facilities may not be used for personal gain or in a manner which may breach the law or is inappropriate for an officer or Employee of the Company.

Employees must also comply with the Social Media clause contained in the HR Policy and Employee Handbook at all times.

CONTACTS

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