

Code of Conduct

Prospa Group Limited

ACN 625 648 722

ADOPTED BY THE BOARD ON 17 MAY 2018

Dear Colleague

The Group's success is dependent on the knowledge, experience and talent of our employees, the strength of our management team, the quality of our business strategy and our compliance with high standards of corporate conduct, ethics and governance. We are constantly working to reinforce and communicate our values to our employees, shareholders, customers, suppliers and the broader community.

The Board of Directors believes it is important to provide a clear set of values that emphasise a culture encompassing strong corporate governance, sound business practices and good ethical conduct.

The Code of Conduct has been prepared for the guidance and benefit of all people employed, contracted by, associated with, or acting on behalf of the Group. The Code of Conduct also extends to all Directors. The Code of Conduct has been adopted by the Group as it expresses the core values that drive our behaviour and aspirations.

The key values underpinning the Code of Conduct are as follows:

- our actions must be governed by high standards of integrity and fairness;
- our decisions must be made in accordance with the spirit and letter of applicable law; and
- our business must be conducted honestly and ethically, with our best skills and judgment, and for the benefit of customers, employees, shareholders and the Group alike.

You are required to read and be familiar with the Code of Conduct. The Board of Directors will adhere to the values and standards in the Code of Conduct and expect all employees to do the same. By doing so we can be proud of our individual and collective achievements, and ensure that the Group maintains a reputation for high standards of business conduct, professionalism and integrity.

We appreciate your support.

Yours sincerely

Beau Bertoli

Greg Moshal

Part A – Scope and application

1. PURPOSE OF THE CODE

The Group is committed to a high level of integrity and ethical standards in all business practices. Employees must conduct themselves in a manner consistent with current community and Group standards and in compliance with all relevant legislation.

The Code of Conduct outlines how the Group expects its representatives to behave and conduct business in the workplace on a range of issues. It includes legal compliance and guidelines on appropriate ethical standards.

The objective of the Code of Conduct is to:

- provide a benchmark for professional behaviour throughout the Group;
- support the Group’s business reputation and corporate image within the community; and
- make directors and employees aware of the consequences if they breach the policy.

We regularly monitor and test our policies under this Code of Conduct to ensure our commitments remain relevant, effective and consistent with our stakeholders’ expectations.

While the Code of Conduct is designed to ensure the Group delivers on its commitment to corporate responsibility and sustainable business practice, it does not create any rights in any employee, client, customer, supplier, competitor, shareholder or any other person or entity.

2. WHO THE CODE APPLIES TO

All Directors of the Company and employees of the Group must comply with the Code of Conduct. A reference to ‘employees’ in this Code includes temporary employees, contractors and Directors.

The Code of Conduct applies to all business activities with suppliers, contractors, customers, shareholders and employees in Australia and overseas.

Responsibility lies with every person covered by the Code of Conduct to conduct themselves in accordance with the Code of Conduct.

Some employees may also have additional responsibilities relating to the Code of Conduct (see below).

Position	Responsibility
Employee/Contractor	It is the employee’s/contractor’s responsibility to: <ul style="list-style-type: none">• comply with the Code of Conduct;• act at all times in the best interests of the Group, with strict integrity and according to legal and approved Group business practices; and

Position	Responsibility
	<ul style="list-style-type: none"> raise any concerns or issues with their manager.
Manager	<p>It is a manager's responsibility to:</p> <ul style="list-style-type: none"> communicate the Code of Conduct to employees and contractors; take a leadership role in observing and promoting the behaviour and standards in the Code of Conduct and related policies; and take immediate action where an employee reports a potential breach of the Code of Conduct, or where the manager observes a potential breach.
Human Resources	<p>It is the responsibility of Human Resources to:</p> <ul style="list-style-type: none"> conduct preliminary investigations in relation to potential breaches of the Code; and review and recommend updates of the Code of Conduct and related policies as required; and conduct regular training on the Code of Conduct for employees.
Audit and Risk Committee	<p>It is the role of the Audit and Risk Committee to review the Code of Conduct, and ensure arrangements are in place for dissemination to all employees, including communicating the importance of the Code of Conduct, and monitoring compliance.</p> <p>The Audit and Risk Committee will also review and discuss with management and the internal and external auditors the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs.</p>

3. HOW THE CODE INTERACTS WITH OTHER GROUP POLICIES

The Code of Conduct should be read in conjunction with the Group's other policies, including the Disclosure Policy, Securities Dealing Policy and Diversity and Inclusion Policy.

The Group continually assesses and upgrades its policies and procedures to ensure compliance with corporate governance requirements. You will be notified of any material changes to the policies and procedures.

4. WHAT TO DO IF YOU SUSPECT THE CODE HAS BEEN BREACHED

(a) Reporting channels

You are encouraged to report to your manager any genuine behaviour or situation which you believe breaches or potentially breaches the Code of Conduct, policies or the law.

Alternatively, you can report unacceptable behaviour to the General Manager, People and Culture or General Counsel.

If you wish to report a breach or potential breach anonymously, you may post a detailed report to the Group's Head Office.

Managers to whom potential breaches are reported should discuss the issue with Human Resources who will assess the appropriate action to be taken in response to the report.

(b) Whistleblower protection

The Group is committed to ensuring that you are not disadvantaged or discriminated against for reporting unacceptable behaviour in good faith.

Wherever possible, your calls, notes, emails and other communications will be dealt with confidentially. You have the Group's commitment that, whenever possible, your privacy will be protected where you make a report under the Code of Conduct.

It is a breach of the Code of Conduct for any employee to cause disadvantage to or discriminate against an employee who makes a report under the Code of Conduct (**whistleblower**). Examples of disadvantage and discrimination include:

- reprisals, harassment or victimisation;
- demotion or dismissal or loss of opportunity for promotion; and
- current or future bias.

The protection that the Group will make available to protect whistleblowers will vary depending on the circumstances, but may include:

- ensuring confidentiality in the investigation and protecting the whistleblower's identity;
- monitoring and managing the behaviour of other employees;
- offering a leave of absence while a matter is investigated;
- relocating employees (which may, but will not necessarily, include the whistleblower) to a different working group or department; and
- rectifying any detriment a whistleblower has suffered.

(c) Investigations

Preliminary investigations of reported breaches are administered by Human Resources.

If a breach of the Code of Conduct is found to have occurred, a formal investigation process is administered by the General Counsel in consultation with the supervisor or manager of the offending person.

Personnel are expected to cooperate in good faith in the investigation process.

5. CONSEQUENCES OF BREACHING THE CODE

The Group recognises that breaches of the Code of Conduct may occur from time to time. We expect that any breach will be inadvertent and without intent, however it should be clearly understood that any breach may result in disciplinary action or other penalties including, in extreme circumstances, dismissal or termination of the contract or engagement.

Depending on the nature of the breach, penalties may be imposed ranging from counselling to dismissal or termination of the contract or engagement (in extreme circumstances). The Group will act objectively and in accordance with any applicable provisions or requirements in an employment contract.

The Group reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law.

6. WHO TO SPEAK TO IF YOU HAVE QUESTIONS

The Code of Conduct does not include:

- every ethical issue that an employee might face; nor
- every law and policy that applies to the Group.

In representing the Group you are expected to act in a manner consistent with the key values underpinning the Code of Conduct, namely:

- our actions must be governed by high standards of integrity and fairness;
- our decisions must be made in accordance with the spirit and letter of the applicable law; and
- our business must be conducted honestly and ethically, with our best skills and judgment, and for the benefit of customers, employees, shareholders and the Group alike.

If you have any questions regarding the Code of Conduct or any of the Group's policies at any time, you should contact the General Manager, People and Culture or the General Counsel.

PART B – YOUR OBLIGATIONS

1. COMPLIANCE WITH LAWS AND REGULATIONS

You should be aware of, and comply with, your duties and obligations under all laws and regulations relating to your work.

We encourage you to:

- actively understand the laws which affect or relate to the Group's operations;
- attend seminars presented by the Group or other external service providers to maintain your knowledge of the laws and regulations, as well as to increase your awareness of relevant legal and industry developments; and
- interpret the law in a way which reinforces the Group's reputation for integrity.

If you have a question as to whether particular laws apply or how they may be interpreted, please contact the General Counsel.

2. FAIR TRADING AND DEALING

The Group aims to maintain a high standard of ethical behaviour in conducting business and to behave with integrity in all dealings with customers, shareholders, government, employees, suppliers and the community.

When dealing with others, you must:

- perform your duties in a professional manner;
- act with the utmost integrity and objectivity; and
- strive at all times to enhance the Group's reputation and performance.

You are encouraged to familiarise yourself with the legal requirements applying to fair trading and dealing, and to undertake training or attend seminars to develop and maintain your knowledge so that you can act in accordance with those requirements.

If you have a question or wish to report a breach of fair dealing requirements, please contact either the General Manager, People and Culture or the General Counsel.

3. CONFLICTS OF INTEREST

You are responsible for notifying the Group of any conflicts of interest (actual or potential). If you are concerned that you may have a conflict of interest you should disclose that interest and discuss the matter with the General Manager, People and Culture or the General Counsel.

(a) What is a conflict of interest?

A conflict of interest exists where loyalties are divided.

You may have a conflict of interest if, in the course of your employment or engagement with the Group:

- any of your decisions lead to an improper gain or benefit to you or your associate; or
- your personal interests, the interests of an associate, or relative, or obligation to some other person or entity, conflict with your obligation to the Group.

The following are some common examples that illustrate actual or apparent conflicts of interest that you must avoid. The examples are intended to be a guide only.

(b) Improper personal benefits

Conflicts of interest can arise when you or a member of your family receive improper personal benefits as a result of your position. You and your relatives should not give unreasonable gifts to, or receive unreasonable gifts from, the Group's customers or suppliers or others with whom the Group interacts.

An unreasonable gift is one in excess of \$200 dollars in value.

We encourage you not to accept a gift (of any kind or value) in circumstances where your business judgment might appear to have been compromised, or where you or the Group would be embarrassed if the gift was made public.

If you have dealings with companies based in countries where gift giving has important cultural significance and plays an important role in business relationships, you should be aware and respectful of such cultural practices but remain mindful of the Group's policy in this regard.

If you are in doubt as to the appropriateness of a gift (including whether that gift may be considered "unreasonable") please check with the General Manager, People and Culture.

(c) Financial interests in other businesses

You should avoid having a significant ownership interest or personal financial interest in any other enterprise if that interest compromises or appears to compromise your loyalty to the Group. Ownership of less than one percent of the common or ordinary shares in an entity is not normally considered a conflict.

You must disclose all personal financial interests that you or members of your family have in organisations which have established, or are attempting to establish, a business relationship with the Group or which compete with the Group.

Personal financial interests include, among other things, interests resulting from the following relationships:

- officer, director, employee or independent contractor;
- ownership of shares or other equity interest;
- debtor or creditor (other than in respect of personal financing arrangements with a recognised financial institution, such as mortgages); or
- lessee or lessor.

If you have any doubt about personal financial interests, consult with either the General Manager, People and Culture or the General Counsel.

(d) Corporate opportunities

You must not take advantage of property, information, or other opportunities arising from your position in the Group.

For example, if you learn of a business or investment opportunity through the use of corporate property or information or your position within the Group, you should only participate in the business or make the investment with approval from the General Counsel. As a general principle, you should only participate in a joint venture, partnership or other business arrangement with the Group with approval from the General Counsel.

(e) Conflict of interest arising from a personal relationship

Employees who have the responsibility for or authority to affect the careers or employment of other employees should perform their functions free from any conflict of interest arising from a personal relationship.

For example, a conflict of interest will arise from a personal relationship if you have a family, business or personal relationship (including a personal financial interest, sharing living quarters or a romantic relationship) with any other employee within the Group and that relationship causes, or might reasonably be anticipated to cause, an inability on your part or their part to perform responsibilities objectively and impartially as far as the other party to the relationship is concerned.

You must disclose any conflict of interest arising from a personal relationship to the General Manager, People and Culture. Such disclosures will be treated confidentially.

(f) Outside memberships, directorships, employment and public office

The Group supports involvement of its employees in community activities and professional organisations. However, outside employment or activity must not conflict with an employee's ability to properly perform their work for the Group, nor create a conflict (or the appearance of a conflict) of interest.

Before accepting outside employment or a position on the board of directors of another company or non-profit organisation, you must carefully evaluate whether the position could cause, or appear to cause, a conflict of interest. If there is any question, consult the General Counsel.

You must obtain prior written consent from the General Counsel where the proposed employment or position relates to an outside organisation that has or seeks to have a business relationship with the Group or competes with services provided by the Group.

You may accept public office or serve on a public body in your individual private capacity, but not as a representative of the Group. If such public office would require time away from work, you must comply with Group policies regarding leave of absence and absenteeism.

(g) Use of Company or Group name

It is the Group's policy to make available to all employees any discounts with suppliers or other businesses that may be passed on to employees. However, you may not use the Company or Group's name or purchasing power to obtain personal discounts or rebates unless the discounts or rebates are made available to all employees.

4. IMPROPER USE OR THEFT OF GROUP PROPERTY, ASSETS AND EMAIL

You are responsible for protecting any Group property and assets that are under your control and you should safeguard them from loss, theft and unauthorised use.

Group property and assets includes cash, securities, business plans, third party information, intellectual property (including computer programs, software, models and other items), confidential information, office equipment and supplies.

You must not:

- use Group assets for any unlawful purpose or unauthorised personal benefit;

- remove Group property and documents from official premises without a good and proper reason. If required to be removed, they should be stored in a secure manner and covered by appropriate insurances; and
- make improper disclosure, including inadvertent or careless disclosure, of competitive business strategies and plans, special methods of operation and other information that is of competitive value to the Group. If you are unsure whether information is of a confidential nature, seek advice from the General Counsel before disclosure.

You are encouraged to use common sense and observe standards of good taste regarding content and language when creating documents that may be retained by the Group or a third party. The Group's electronic communications systems should not be used to access or post material that violates Group policies or any laws or regulations. Personal non-business use of the Group's electronic communications systems must also be consistent with any policy adopted by the Group from time to time.

5. PRIVACY

The Group respects your privacy and the privacy of others.

You should familiarise yourself with, and comply with:

- the privacy laws of Australia; and
- the Group's privacy policies which detail the appropriate use of personal information.

If you have any questions in relation to privacy, please contact either the General Manager, People and Culture or the General Counsel.

6. PUBLIC COMMUNICATIONS AND DISCLOSURES

You are responsible for the integrity of the information, reports and records under your control and you are expected to exercise the highest standard of care in preparing materials for public communications.

Those documents and materials should:

- comply with any applicable legal requirements;
- fairly and accurately reflect the transactions or occurrences to which they relate;
- not contain any false or intentionally misleading information, nor intentionally misclassify information; and
- be in reasonable detail and recorded in the proper account and in the proper accounting period.

Media statements and official announcements may only be made by persons authorised under the Disclosure Policy. If you receive a request for information and you are not authorised to respond to the enquiry, refer the request to the appropriate person. Unless the Corporate Relations Principle has given prior written consent, Group employees and associated parties must not participate in public forum discussions (including internet-based forums) and social media platforms where the subject matter is related to the Group, its competitors or the industry in which the Group operates.

The Group has adopted the Disclosure Policy as a means of ensuring compliance with its disclosure and communication obligations under the *Corporations Act 2001* (Cth) and the ASX Listing Rules. The aim of the Disclosure Policy is to keep the market fully informed of information that may have a material effect on the price or value of the

Company's securities, and to correct any material mistake or misinformation in the market.

Ensure that you are aware of the requirements of the Disclosure Policy and, if it applies to you, you must act in accordance with the policy.

7. EMPLOYMENT PRACTICES

(a) Equal opportunity and anti-discrimination

The Group is committed to:

- equal employment opportunity;
- compliance with the letter and spirit of a full range of fair employment practices and anti-discrimination laws; and
- a workplace free from any kind of discrimination, harassment or intimidation of employees.

Please contact the General Manager, People and Culture if you have any questions or would like a copy of the Group's Diversity and Inclusion Policy.

The Group will promptly investigate all allegations of harassment, bullying, victimisation or discrimination and will take appropriate corrective action. Retaliation against individuals for raising claims of harassment or discrimination will not be tolerated.

(b) Occupational health and safety

The Group is committed to maintaining a healthy and safe working environment for its employees. All appropriate laws and internal regulations (including occupational health and safety laws) should be fully complied with. All people have obligations to assist in ensuring that this situation is maintained at all times.

Misusing controlled substances or alcohol or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs on the job will not be tolerated.

You should familiarise yourself with the Group's Occupational Health and Safety (**OH&S**) policies and all relevant procedures to ensure the workplace is safe and without risk to the health of others and yourself. You should follow any lawful and reasonable instructions consistent with that policy and those procedures.

(c) Group reputation

Employees must not act in any way that could cause harm to the Group's reputation or market position during or after their employment. Employees have a duty to act in a manner that merits the continued trust and confidence of the public.

(d) Securities trading

The Group is committed to upholding fair and ethical securities trading practices complying with all laws and avoid any conflicts of interest.

Employees must not:

- use any price-sensitive information (which is not generally available to others) in deciding whether or not to buy or sell the Company's securities;

- deal with the Company's securities when in possession of price-sensitive information about the Group which has not been publicly disclosed; and
- act contrary to the Group's Securities Dealing Policy (which provides guidance on when employees are likely to possess price-sensitive information).

You should familiarise yourself with the Group's Securities Dealing Policy and ensure you act in accordance with it in conducting any dealing in the Company's securities.

(e) Bribes, inducements and commissions

You must not pay or receive any bribes, facilitation payments, inducements or commissions (this includes any item intended to improperly obtain favourable treatment or avoid unfavourable circumstances).

You must not give or receive any unreasonable gifts (see section 3 of this Part B – 'Conflicts of interest') or otherwise act in an unethical way. Remember that agreeing not to act may have the same ramifications as acting in an unethical way.

8. COMMUNITY

(a) Contribution to the community

The Group is a responsible corporate citizen and actively supports the communities in which we live and work. Each employee is expected to uphold the Group's commitment to pursue good corporate citizenship while engaging in its corporate activity.

You must abide by all local laws and regulations, and are expected to respect and care for the environments in which the Group operates.

The Group supports and encourages you to actively contribute to the needs of the community. If you wish to make such a contribution (such as donations or sponsorship) on behalf of the Group, consult the General Manager, People and Culture for approval.

(b) Environment

The Group is committed to doing business in an environmentally responsible manner and identifying environmental risks that may arise out of its operations.

If you are aware of, or suspect, an action that is not environmentally responsible or in breach of the applicable laws and regulations, report the matter in accordance with section 4 of Part A – 'What to do if you suspect the Code has been breached'.

(c) Politics

You may voluntarily participate in the political process as an individual. We ask that you do not engage in actions that could cause someone to believe that your actions reflect the views or position of the Group.

It is against Group policy to use corporate funds for political purposes. This policy does not prohibit:

- communications by the Group to its shareholders on any lawful subject;
- payments of salaries and expenses of employees whose duties may include communication with government officials; or

- political activity by any employee in his or her individual, private capacity. However, to eliminate any appearance of coercion in such political activities, it is against Group policy for any supervisor to solicit funds from a subordinate for political purposes.