



Collection House Group

Code of Conduct for Directors and Senior Executives

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CODE OF CONDUCT FOR DIRECTORS AND SENIOR EXECUTIVES

A Code of Conduct is not only an effective way to guide behaviour, but it also enhances investor confidence and demonstrates the commitment of the Company to ethical standards, practices and its ongoing intention to be a responsible and good corporate citizen.

Collection House Limited (the Company) acknowledges that it has responsibilities to shareholders, stakeholders, employees, clients, suppliers, customers and the broader community. By maintaining compliance with the Code of Conduct the Company will maintain a high standard of integrity, comply with its legal obligations, meet the reasonable expectations of its stakeholders and maintain investor confidence.

This Code of Conduct is binding on all Directors and Heads of Departments and Divisions and Managers of Departments and Divisions and Employees (**Officers**).

1 STANDARD OF BEHAVIOUR

All Directors and all Officers of the Company must, as far as possible, act with the utmost integrity, honesty objectivity and responsibility, striving at all times to enhance the reputation and performance of the Company and the Group and, where possible, to act in accordance with the interests of shareholders, staff, clients and all other stakeholders in the Company.

2 CONFLICTS OF INTEREST

In accordance with our Conflict of Interest Policy:

- Officers must not give preference to personal interests, or to the interests of any associate or other person, where to do so would be in conflict with the interests of the Company; and
- Personal dealings are to be kept separate from dealings as an Officer of the Company.

The *Corporations Act 2001*, places a duty on Directors to notify other Directors of material personal interests when a conflict arises (Section 191). Our Conflict of Interest Policy requires all staff to disclose any real or potential conflict of interest.

3 NO MISUSE OF INFORMATION OR POSITION

Officers must not misuse information, their position or opportunities arising as a result of their position, improperly to gain advantage for themselves or for someone else or to cause detriment to or compete with the Company. Officers shall not use the name of the Company to further any personal or other business transaction.

Officers who contravene or misuse information or their position to: gain an advantage for themselves or someone else; or cause detriment to the Corporation, commit a civil offence under sections 182, 183 of the *Corporations Act 2001*; and a criminal offence under section 184 of the *Corporations Act 2001*.

4 NO MISUSE OF PROPERTY

Officers must not use property, or opportunities arising from property, improperly to gain advantage for themselves or for someone else or to cause detriment to or compete with the Company. Officers have a fiduciary duty to account to the Company for business opportunities which arise as a result of their role in the Company and to use Company resources only for the benefit of the Company.

Officers must take reasonable steps to protect the Company's assets and ensure all such assets are used efficiently and for business purposes only.

5 PROPER PURPOSE

Officers must use their powers for a proper corporate purpose and while officers have a primary responsibility to the Company, regard should also be had to other relevant interests.

Section 181 of the *Corporations Act 2001* provides that Directors and Officers must exercise their powers (including delegated powers) and discharge their duties for a proper purpose.

6 CONFIDENTIALITY

Confidential information received by an Officer in the course of his or her duties, remains the property of the Company and should not be disclosed to any other person without the prior written consent of the Chairman of the Company (in the case of directors), or the prior written consent of the CEO (in the case of other senior executives) unless the disclosure is required by law or in accordance with their duties as an Officer. Officers will respect the privacy of others.

7 FAIR DEALING

Directors, Senior Executives and employees must:

- act in the best interests of the Company;
- act fairly and honestly and with high standards of personal integrity in all their dealings with and for the Company;
- comply with the laws and regulations that apply to the entity and its operations;
- not knowingly participate in any illegal or unethical behaviour; and
- not enter into any arrangement or participate in any activity that would conflict with the Company's best interests or that would be likely to negatively affect the entity's reputation.

8 COMPLIANCE

Officers should not engage in conduct likely to have an adverse effect on the reputation of the Company. Officers must comply with all laws, regulations, corporate governance systems and policies of the Company.

9 LAWFUL AND ETHICAL BEHAVIOUR

Officers will promote and encourage a culture of ethical and responsible behaviour. If an Officer becomes aware of unlawful, irresponsible or unethical behaviour, he or she will report it to the Chairman or CEO. The identity of the Officer reporting the violation in good faith will remain confidential.

Officers will not make promises or commitments that the Company does not intend, or would not be able, to honour.

Officers shall not seek or accept, if offered, any personal gift or gain of material significance.

This Policy is not exhaustive on all legal, regulatory and ethical obligations for Directors, Senior Executives and employees. Accordingly this Policy should be read in conjunction with the:

- Whistleblower Policy;
- Fraud Control Policy;
- Anti-Corruption Policy; and
- Conflicts of Interest Policy.