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1. Purpose and Context

MNF Group is committed to acting ethically and responsibly and complying with its legal obligations. We rely on our employees to exercise sound judgement in fulfilling their duties. MNF Group's success depends on this. Globally the MNF Group includes any brand, business or entity under this corporate structure, such as (but not limited to) TNZI, Symbio, MyNetFone.

The aim of this Code is to set out the standards of behaviour that MNF Group expects of its directors, senior executives and employees. This Code of Conduct is underpinned by the MNF Group Values. In particular, Honest & Fair dealings will be enabled through behaviours that encourage authentic, professional and respectful work places. Under this Code, staff are all responsible for their own conduct and for working cooperatively with colleagues to establish collaborative workplaces where people are happy and proud to work. This Code applies to all workplaces, while working from home, and while at work functions, conferences, and with clients. The Company expects its employees to maintain a high standard of conduct and work performance to make sure the business maintains its positive workplace culture and good reputation with customers and suppliers.

The Code is not a detailed and complete list of what to do in every situation. Instead, it sets out general principles to help you decide how to behave appropriately while employed by MNF Group.

Who has to comply with the Code?

This Code of Conduct applies to all directors, senior executives and employees of MNF Group whether employed on a permanent, temporary or casual basis. All directors, senior executives and employees must be aware of and comply with this Code. This is a global policy and covers all employees in all locations.

Contractors and consultants must also be aware of this Code and comply with it. If you are engaging or managing external contractors or consultants, you are responsible for making them aware of MNF Group's expectations of conduct during the period of their engagement, and to address any concerns about their conduct. A serious breach of the Code of Conduct may result in their contract being terminated.

2. Policy Statement

All employees must conduct themselves in accordance with the following principles:

- Employees must act honestly and fairly in all business transactions and dealings with others;
- Employees must treat other employees, contractors, customers, competitors, and all other persons with whom they deal with at work with the utmost courtesy and respect;
- Employees must act within the Company's best interests; and
- Employees must adhere to contractual terms as well as the Company's policies and procedures.

These principles are outlined in further detail in the Code, however are not an exhaustive list.

3. The Code

Employee Behaviour

In order to achieve the high standards of behaviour it is an expectation that you will:

Behave Professionally, Honestly & Ethically

- Admit to any errors or issues quickly to minimize business impact or risk, not hiding or covering up mistakes;
- Be honest and act with integrity in all aspects of your employment (e.g. in your work with customers or stakeholders, with regard to work attendance, requests for financial reimbursement, use of sick leave etc.);
- Carry out your duties in a professional, competent and conscientious manner;
- Follow reasonable and lawful directions given by your Manager;
- Perform your duties to the best of your ability, showing commitment to a high quality of work performed in a consistent manner, and being accountable for your performance;
- Employees must treat each other and all customers, suppliers, contractors, or other persons with whom they deal in the course of their employment in a non-discriminatory manner. For more information please refer to the *Anti-Discrimination, Bullying & Harassment Policy* and the *Diversity Policy*.
- Make sure you manage your personal and workplace relationships appropriately so they do not adversely affect the way you do your work;
- Be supportive of changes made by MNF Group, as change is necessary for our success as a business;
- Act in the best interests of MNF Group and in a way that upholds its reputation;
- Act ethically and responsibly, and not knowingly take part in any illegal or unethical activity;
- Advise your manager if convictions or charges are laid against you whilst working for MNF Group;
- Comply with all MNF Group & local policies and procedures; and
- Comply with the laws and regulations applicable to MNF Group.

Use your position, and MNF Group property and information properly

Generally, the use of the Company's property, information, and resources for any purposes other than company business is prohibited. Some examples of the application of this general obligation are set out below:

- Approving or making of a payment on behalf of the Company for something other than the stated purpose;
- Intentional alteration of customer or Company data for purposes other than legitimate business purposes;
- Using personal customer information for any purpose other than the purpose of managing a customer's account and any reasons allowed under the customer's contract (e.g. Credit checks, marketing);
- Claiming expenses from the Company for travel and other expenses unrelated to business or for something other than the stated purpose;
- Appropriating the Company's stationery, kitchen or toiletry items for personal use;
- Employees must not appropriate the Company's property or monies from the premises without permission of the relevant Executive Manager; and
- When the employment relationship ends for any reason, the employee must return all Company property that it possesses (this includes, but is not limited to, company keys, passes, mobile phone, credit card, cab charge card, laptop etc.). Failure to return the property may result in the Company off-setting the cost of the property from any moneys due to the staff member.

Employee Fraud

Be aware that MNF Group has zero tolerance of fraudulent activity by employees on any level of the business. Fraudulent activities include illegal acts characterised by intentional deception. Fraud can be perpetrated by persons outside as well as inside the Company. Fraudulent activities include acts that are not only to the Company's detriment, but also a detriment to third parties. Engaging in any act that involves fraud, theft, embezzlement or misappropriation of any property (including Company property), or any of its employees, suppliers or customers is strictly prohibited. It is the Company's policy to ensure that incidents of fraud are promptly investigated, reported and, where appropriate passed over to the authorities for investigation.

Some examples of fraudulent activity are:

- Over-stating or misreporting data in order to increase your sales commission;
- Manipulating data in a system or database in order to benefit yourself or someone you know;
- Receiving financial or other incentives from suppliers for preferential treatment;
- Creating bogus suppliers, with payment being made to your bank account;
- Creating bogus purchase orders of a bona fide supplier and substituting the supplier's bank account details with your bank account details;
- Personal use of business resources;
- Inflated/bogus reimbursement claims;
- Faking time sheets or medical certificates;
- Private purchases through business accounts/business credit cards;
- Providing discounted (or free) goods or services to friends and associates;
- Inappropriately using your company credit card or cab-charge vouchers;
- Acceptance or payment of bribes;
- Embezzlement; and

- Intentional concealment or misrepresentation of data, records, events or information, including but not limited to, expense reimbursement and achievement against Key Performance Indicators, resulting in bonuses, commissions or reward and recognition benefits.

The Company treats all information received about alleged fraud confidentially. Any employee who suspects dishonest or fraudulent activity must notify the HR Manager immediately.

Management is also responsible for the detection and prevention of fraud, misappropriations, and other irregularities. Each member of the management team will be familiar with the types of improprieties that might occur within his or her area of responsibility, and be alert for any indication of irregularity. Any irregularity that is detected or suspected must be reported immediately to the HR Manager who coordinates all investigations with the internal Legal Counsel.

Other irregularities concerning an employee's moral, ethical, or behavioural conduct should be resolved by management and Human Resources. If there is any question as to whether an action constitutes fraud, contact the HR Manager for guidance.

Conflicts of Interest

You should ensure that your primary role as an MNF Group employee takes precedence over any secondary interests or commitments you personally hold, and declare any potential conflicts of interest immediately to your Manager.

Avoid any arrangement or activity that would conflict with MNF Group's Values or best interests or that would be likely to have a negative effect on MNF Group's reputation.

A conflict of interest can involve financial or other benefits e.g. personal favours, relationships and associations. A conflict of interest may arise in connection with your own interests, or those of others e.g. your family members, friends, business partners or associates.

A conflict of interest is deemed to exist when any reasonably minded and informed person would think that there is a conflict of interest.

What others might think about the situation is an important element. To help identify whether there is a conflict of interest, ask yourself:

- ✓ What is my duty to MNF Group? What is my personal interest?
- ✓ Could my personal interest influence my performance of my duty to MNF Group?
- ✓ Is it an actual conflict, or perceived or potential? Is it financial or non-financial?
- ✓ What would a reasonable or fair-minded person think about the situation?
- ✓ If I am involved in this matter, would anyone question my integrity or the integrity of MNF Group?

If you think you may have a conflict of interest, you should report it to your manager immediately. Similarly, if you become aware that you are working on something that involves a friend, relative or associate, report it to your manager immediately, even if you think there is no conflict of interest.

Bribes

You must never offer or give or promise directly or indirectly any money, gift or benefit (including a facilitation payment) with the intention of influencing a person in order to obtain or retain business or a business advantage or rewarding a person in relation to any of those things. To do so may be a crime which is a crime.

You must never ask for, accept or receive directly or indirectly money, gifts or benefits that you know or suspect are offered with the intention of influencing or rewarding you or the MNF Group in relation to giving or retaining business or a business advantage.

To do so may be bribery, which is a crime, or if it's not bribery, accepting gifts and other benefits may compromise your position by creating a sense of obligation.

If you are offered or given a bribe (i.e. anything intended to influence you in order to obtain or retain business or a business advantage), you must refuse it, explain why it is not appropriate, and immediately report the matter to your manager.

Fair Dealings

Employees must ensure that all statements, communications and representations made on the Company's behalf are accurate and truthful. Employees must act honestly and fairly and comply with fair competition laws in all business dealings.

You must also maintain the same standard of behaviour, as if you were at work, when travelling or in situations dealing with people outside the company where you could be perceived as a representative of MNF Group.

Gifts and Hospitality

Good faith hospitality and promotional business gifts are generally acceptable when they are reasonable, proportionate, for a genuine purpose (e.g. to improve MNF Group's image, to better present our products and services or to establish a friendly business relationship), given in the ordinary course of business and comply with our expenses policy.

If it is an accepted part of your role (ask your Senior Manager if you are not sure), you can offer and accept a reasonable amount of moderate hospitality for the purposes of business development. If you have any doubt about whether it is reasonable or appropriate, discuss it with your manager.

Before you give or receive a gift or hospitality that is valued at more than \$100, or a number of gifts of any value from a single person or organisation, you must discuss with your manager whether it is appropriate. If there is any concern about whether the gift or hospitality is appropriate, it must be reported to your relevant Business Unit Executive.

Whatever the value, any gift or hospitality must be for a genuine purpose, reasonable, given in the ordinary course of business and without intention to influence or induce a person in order to obtain or retain business or a business advantage.

Confidentiality

Over the course of employment employees may be exposed to confidential information including information of the Company's customers, suppliers or contractors. You are expected to keep any such information confidential. All current and former employees may not use confidential information which they may have acquired as a result of their employment to gain directly or indirectly an advantage for themselves, or any other person, or to cause detriment to the Company. Confidential information provided to MNF Group by its customers, suppliers and contractors must be used for the purpose for which it was provided.

Confidential information includes, but is not limited to, all trade secrets, intellectual property, marketing, sales and business plans, customer and supplier lists, personal customer information, including account history/activity, information from confidential HR files, and any other information concerning the organisation, employees, business, finances, transactions or affairs of the Company.

Confidential information excludes any information which:

- You have been required by law to disclose and you have consulted with your manager and have MNF Group's consent in writing prior to its disclosure.
- Is already lawfully in the public arena.

You must follow the company's Securities Trading Policy if intending to buy or sell company shares.

Privacy

Personal information collected by the Company is handled in accordance with legislation and the company's privacy policy. Personal Information is defined as being information or an opinion about an individual whose identity is apparent or can reasonably be ascertained from that information or opinion.

Personal Information includes, for example, names, addresses, telephone numbers, email addresses, dates of birth and passport numbers. Human Resources is committed to ensuring recruitment or personnel information collected or held is handled in accordance with legislation.

Intellectual Property

If at any time during the scope of employment, an employee makes, discovers or participates in the making or discovery of any intellectual property capable of being used in the Company's business, such intellectual property is and will remain the exclusive property of the Company.

Smoking, Alcohol and Drugs

Smoking is not allowed on the premises except in areas that have been clearly designated as employee smoking areas. Employees should only smoke when they are physically located in the designated smoking area and at Company functions employees must adhere to the venue requirements.

As alcohol can impair performance and behaviour as well as causing a potential health and safety risk to the individual and others, alcohol shall only be consumed at work, or at work-related events at designated times by approval of the relevant Executive Manger. Where alcohol is provided, it is advised to drink in moderation, and to ensure that you make appropriate arrangements for transportation afterwards. Employees must be careful and responsible about their consumption of alcohol, and be safe and respectful towards others when they have consumed alcohol.

Employees must always be in a fit state to carry out their duties when at work or are working. Working under the influence of alcohol is grounds for disciplinary action, up to and including termination of employment. Employees are to ensure that they do not resume duties or respond to work emails remotely:

- If they are affected by alcohol which may lead to them being incapable of performing their work professionally and appropriately;
- If they are affected by alcohol which may lead to a personal health and safety risk or present a hazard or risk to the safety and health of others;
- Employees should not drive home after work drinks or a work function if they have been drinking and should prepare in advance to take public transport home or catch a taxi.

Possession and use of illicit drugs is illegal and may lead to heavy penalties including prison sentences. The use of illicit, recreational or non-prescription drugs in the workplace is strictly prohibited in any premises or in the course of employment and is grounds for summary dismissal. Individuals who are aware of employees on Company premises who are engaged in unlawful drug-related activities, or drug-related activities that have the potential to cause harm to others in the Company, should advise the HR Manager who will determine whether the police need to be advised.

Employees on prescribed drugs, which may impact on their ability to safely perform their duties, must provide their manager with a medical certificate certifying that they are fit to perform their duties.

Gambling

Usage of equipment (e.g., phones and email) for gambling on the Company's premises without Executive approval, is strictly prohibited and is grounds for summary dismissal. The only exceptions are wagering small sums of money on the sporting events, or lotto/lottery syndicates.

Think Safety and Be Accountable

- Be aware of your duty to ensure your safety and that of others in your workplace;
- Report any risks/hazards;
- Be accountable for your actions and decisions; and
- Follow our global *Health & Safety Policy* and other processes relevant to your country/state/jurisdiction.

Dress and Grooming Standards

It is in the Company's best interests to present a professional image to its customers, suppliers and the public. Employees must maintain a reasonable standard of dress and appearance appropriate to the nature and circumstances of their employment. Employees that maintain regular, in-person contact with customers will be required to wear appropriate business attire.

Due to the professional nature of our industry, all staff must maintain a clean, neat and tidy appearance that is in line with the Company's corporate image. The Company allows employees to wear business casual attire when not in face-to-face contact with customers. Attire should not be immodest, sexist or offensive to clients, the public or fellow employees. Your Manager will address any inappropriate clothing with you directly.

Compliance with relevant laws and legislation

It is the responsibility of each employee to comply with all laws relevant to your country, region or state. Employees have a responsibility to know what the law requires and that they understand the importance of complying with the law.

Additional expectations for Team Leaders/Managers

Managers have a lead role in establishing and promoting our expected standards of behaviour and integrity. Managers are expected to consider their behaviour, actions and decisions in terms of the expectation to be fair, impartial, trustworthy and responsible at all times. If your role requires you to manage or supervise staff, as well as the above responsibilities you are also expected to:

- Manage employees in line with the Code of Conduct, and any other MNF Group policies, processes, standards and systems in place;
- Lead, model and promote the expected standards of behaviour and integrity within the Code of Conduct and other internal policies and processes, providing employees with education on these where needed;
- Take ultimate responsibility for work quality, actions and decisions of employees in your team;
- Promote a positive working environment in which all employees can contribute to the success of MNF Group;
- Exercise leadership by working with your staff to implement performance and development processes that are consistent with the employee's conditions of employment;
- Provide ongoing support and feedback to your staff;
- Support and encourage honest and open effective communication within your team; and
- Take appropriate action if a breach of this Code may have occurred

4. Procedures

What happens if I see a breach of the Code of Conduct?

Reporting Wrongdoings

Whistleblowing overview

MNF Group is committed to promoting a culture where all staff are encouraged to raise concerns about poor or unacceptable practice and misconduct, and can do so without reprisal. MNF Group's aim is to encourage staff to report any Wrongdoing in good faith and in an environment free from victimisation so that the Board and Executive Management can adequately manage risk and cultural issues within the Company.

Commitment

MNF Group's Executive Management encourages all staff to report Wrongdoing. The Company's attitude is: "when in doubt, report". All staff should feel confident and comfortable about reporting wrongdoing. MNF Group's Executive Management is committed to protecting and supporting the dignity, wellbeing, career and good name of anyone reporting Wrongdoing.

What is "Wrongdoing"?

Examples of Wrongdoing include, but are not limited to, the following:

- a breach of regulations or laws;
- a breach of the Code of Conduct or MNF Group's Policies;
- dishonest or corrupt behaviour, including soliciting, accepting or offering a bribe, facilitation payments or other such benefits;
- fraudulent activity;
- illegal activity (including theft, drug sale / use, violence or threatened violence and property damage);
- impeding internal or external audit processes;
- improper behaviour relating to accounting, internal accounting controls, actuarial, or audit matters;
- conduct endangering health or safety;
- a substantial mismanagement of company resources;
- conduct that is detrimental to MNF Group's financial position or reputation; and
- concealment of Wrongdoing.

Reporting Wrongdoing

A staff member can report Wrongdoing in two ways:

1. Relevant Executive of their Business Unit
2. HR Manager

Depending on the nature of the Wrongdoing, the staff member is encouraged to first discuss their concern with their Manager.

Any staff member that submits or receives a report of Wrongdoing must treat the matter confidentially. If the staff member does not feel comfortable speaking with their Manager, they can raise a Wrongdoing with the HR Manager.

Investigating Wrongdoing

Investigations of Wrongdoing will be conducted in a manner that is confidential, fair and objective. The investigation processes will vary depending on the nature of the Wrongdoing and the amount of information provided. For a report of Wrongdoing to be investigated, it must contain sufficient information to form a reasonable basis for investigation. A staff member should provide as much information as possible so as not to compromise the ability to fully investigate the report. A Whistleblower will always be informed of the outcome of the investigation. In cases where the allegations have not been substantiated, an appropriate explanation will be made to the Whistleblower, subject to any privacy and confidentiality rights.

When a person makes such a disclosure they are entitled to expect that:

- their identity remains confidential at all times to the extent permitted by law or is practical in the circumstances
- they will be protected from reprisal, harassment or victimisation for making the report
- should retaliation occur for having made the disclosure then MNF Group will treat it as serious wrongdoing under this Policy.

Whistleblower protection

MNF Group aim to protect the Whistleblower in a number of ways which could include:

- Ensuring confidentiality in the investigation.
- Protecting, as far as legally possible, the staff member's identity.
- Offering a staff member a leave of absence while a matter is investigated.
- Relocating the staff member or other staff to a different work group or department.

Outcomes of investigations

Behaviour or actions that are investigated and found to be in breach of the Code of Conduct may result in disciplinary action, and to and including summary (instant) dismissal. In all instances the company's discipline and dismissal procedures, will be followed and the employee will have an opportunity to provide an explanation for their actions or behaviours. Please refer to the *Performance Management Policy* for more detail.