



## **Fatfish Internet Group Limited (ASX:FFG)**

### **Code of Conduct**

#### **Board Overview:**

The Fatfish Code of Conduct has been updated to reflect the company's new vision and values, as well as the changes to group ownership and group structure. Board endorsement of the Code of Conduct has been obtained.

Code of Conduct

Fatfish Internet Group Limited (ASX:FFG)

Revised March 2016

Web [www.Fatfish.co](http://www.Fatfish.co)



## Fatfish Internet Group Limited (ASX:FFG)

### CHAIRMAN'S MESSAGE

Fatfish has a vision is to be a recognised leader of investments in internet companies worldwide.

In delivering our vision, we know that when we provide service excellence for our stakeholders, everything else takes care of itself. Fatfish operates in an environment where business acumen and quality are paramount, comfortably balanced against our responsibility to shareholders and stakeholders.

The way our directors, managers and employees behave is crucial to Fatfish's reputation among our stakeholders and the wider community and can directly enhance or reduce shareholder value.

Our Board and management are committed to our Code of Conduct (Code) which is based on our core values and on the expectations of our clients, of shareholders, and of the broader community. It complies with the law and with other guidelines on appropriate ethical standards.

Our Code outlines how Fatfish expects its employees to behave and to conduct business. The term „employees" also extends to the behaviour of management and to the Board of Directors.

The Code aims:

- to promote a high level of professionalism and provide a benchmark for ethical and professional behaviour throughout Fatfish;
- to promote a healthy, respectful and positive workplace and environment for all our employees;
- to support our business reputation and corporate image within the wider community;
- to make employees aware of the consequences they face if they breach our Code.

Everyone at Fatfish needs to be familiar with our Code, live our values every day in the workplace and, at all times, act and behave in a manner consistent with establishing trust and confidence in our organisation.

**Dato' Larry Nyap Liou Gan**

**Chairman**

Fatfish Code of Conduct

Reviewed January 2016



## Fatfish Internet Group Limited (ASX:FFG)

### CODE OVERVIEW AND VALUES

#### OVERVIEW

Our Code helps you understand how Fatfish expects you - as a Fatfish person - to behave at work and at work related events, and how Fatfish expects you to handle ethical issues so as to maintain the highest standards of integrity. The Code is not a set of absolute rules. Nor is it meant to cover every situation that might arise. Rather it gives you practical, useful, common sense guidelines that you can apply and follow in all situations.

The Code complements our corporate policies and procedures which apply to all Fatfish facilities. If there is any inconsistency between the Code and another Fatfish policy, then the policy overrides the Code.

You must comply with the Code and the documents that underpin it - this is part of your employment agreement with Fatfish.

Everyone at Fatfish is to behave in line with these guidelines in their everyday work. So you can do that, you need to read and understand the Code and the documents which underpin it. You can get a copy of these documents from your manager.

If you do not understand anything in these documents, you need to check the point with your manager.

#### FATFISH CORE VALUES

Fatfish is a values-driven organisation and insists that its people go beyond just complying with laws, with regulations and with basic standards of personal conduct. For this reason, our four core values set the framework for the ethical and professional behaviour we expect from each other and for the standards set in our Code:

##### **Service excellence**

- We strive to provide the highest standard of service and business decisions
- We look for new opportunities/ways to improve these standards
- We seek to understand and exceed expectations

##### **Teamwork and integrity**

- Our workmates know they can rely on the team
- We are open and honest in all our communications with each other



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- We embrace constructive feedback and recognise achievements
- We earn each others respect and receive it in return

### Aspiration

- We look to the future, always ensuring that we have stable platforms from which to build
- Continuous learning and creativity are integral to our jobs and the success of our organisation
- We are proactive and innovative in response to new and emerging industry and community opportunities and needs

### Responsibility

- We are accountable to our colleagues, our organisation and our shareholders
- Our decisions are made with a balanced focus on financial security and service excellence

By understanding and living Fatfish's values, we aim to create and sustain an organisation where we can all be proud of everything we do.

### WHAT HAPPENS IF YOU DON'T COMPLY

You must comply with this Code and our corporate policies and procedures - this is part of your employment agreement with Fatfish. Each employee is responsible for reading and understanding these documents.

If you don't comply with the Code or our corporate policies and procedures, then we may take appropriate disciplinary action against you. That action may include:

- disciplinary action up to and including ending your employment;
- notifying the relevant industry or professional regulatory agency;
- taking civil action; and/or
- referring the issue to a law enforcement agency.



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### THE LAW

#### COMPLYING WITH THE LAW

You must comply with the laws that apply to your work. You must comply with both:

- the 'letter of the law' - a strict and literal interpretation; and
- the 'spirit of the law' - the reason for the law and its clear purpose.

If you break the law while working for us, then you will be held personally accountable. So it is important that you understand the law that applies to your work. Some laws affect everyone - for example, privacy laws, and workplace health and safety laws. While other laws might affect you only if you work in a particular role - such as laws about pathology licences and competitive business practice.

You must prevent or stop illegal or undesirable behaviour to make sure Fatfish is kept free from criminal influence or exploitation.

Wherever you work, if you observe serious misconduct or illegal activity, then you must immediately report it to your manager or to the relevant investigations officer.

The laws that govern our activities can be complex. So, if you are unsure about how the law applies to your work, then you must ask your manager.

#### COMPETITION

Fatfish competes vigorously and ethically at all times in the industry sectors in which we operate.

You must conduct all business competitively, honestly and ethically. You must never behave in a way that breaches competition laws in the countries in which we operate. For example, under the Competition and Consumer Act (formerly known as the Trade Practices Act) in Australia:

- you must not have agreements or understandings with competitors that restrict competition - such as exclusive supply or distribution arrangements;
- you must not attempt to misuse Fatfish's market power to damage competitors; you must not use unlawful means to acquire a competitor's trade secrets or other confidential information; and
- you must not engage in misleading or deceptive conduct or collusive conduct - including understandings on prices, volumes and terms of sale.



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Even a “nod and a wink” with a competitor can be a breach of your obligations.

### INSIDER TRADING

Fatfish listed securities are listed on the Australian Securities Exchange (ASX). There are strict rules for how securities can be traded. One of those rules applies to insider trading.

Generally, you must not use inside information or pass on inside information to any third party to gain an unfair advantage for yourself or anyone else - for example, by buying or selling securities. These obligations mean that:

- You must not trade (or arrange for someone else to deal with) Fatfish’s securities on the basis of material (price sensitive) information you know about the Group, which is not publicly available.
- You must not pass confidential information to someone you know so they can trade Fatfish securities.

Insider trading is a criminal offence. It also breaches our Trading in Fatfish Securities Policy and this Code.

### YOUR WORKPLACE

#### WORK COLLEAGUES

We are committed to provide a challenging, enjoyable and positive workplace in which employees can achieve their full potential and can make a difference.

To help us achieve this, you need to be polite and courteous and you need to treat your colleagues fairly, and with respect and consideration, in an environment free from harassment.

In particular, this means you must:

- not use indecent, offensive or abusive language;
- never threaten others; or
- not behave in a violent way - such as fighting with or assaulting others.

Even though we encourage you to be loyal to your work colleagues, if you are concerned that a colleague is or might be involved in misconduct, then we expect you



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to co-operate in any Fatfish investigation and to provide relevant information to management and authorised external parties.

### EQUAL EMPLOYMENT OPPORTUNITY AND DISCRIMINATION

We value the diversity of our workforce and we strive to provide a work environment in which everyone is treated fairly and with respect.

Our policies, procedures, work conditions and practices:

- treat and evaluate employees:
  - according to the results they achieve;
  - on the basis of their job-related skills, qualifications, abilities, aptitudes and behaviours; and
- do not directly or indirectly discriminate against employees as individuals or groups.

### HARASSMENT OR BULLYING

You have the right to do your work without being harassed or bullied. At the same time, you and your colleagues need to maintain acceptable standards of behaviour both at work and off duty, including at third party functions.

You must never take part in:

- sexual or other forms of harassment that might humiliate, offend or intimidate another person; or
- workplace bullying.

We treat these types of misconduct very seriously. Any proven claims of this behaviour may lead to disciplinary action up to and including ending your employment.

### WORKPLACE HEALTH, SAFETY AND WELLBEING

We are committed to providing a healthy and safe work environment with systems in place to identify, assess and control workplace health and safety issues. Our focus is on continually improving workplace health, safety and wellbeing with the aim to minimise hazards and risks.

You must:

- take reasonable care of yourself and your colleagues at work; and



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- comply with our workplace health and safety policies and practices.

If you supervise, manage or control a workplace, then in a timely manner you must also:

- identify and report hazards;
- report incidents and accidents;
- conduct safety inspections; and
- make sure that patients, clients and their families, employees and others on site are not exposed to health or safety risks.

### ENVIRONMENT

We aim to minimise how our business activities impact on the environment by:

- following responsible environmental practices; and
- complying with environmental laws and regulations.

You need to do whatever you can to minimise how your work impacts on the environment. We encourage you:

- to use water and energy sources responsibly;
- to use our resources properly;
- to recycle appropriate materials and dispose of waste; and
- to use any necessary chemicals in an environmentally appropriate way.

### PRIVACY

We respect and protect the privacy of our employees, patients and clients (and their families) and others. We collect personal information only if it is necessary, ethical and lawful to do so. We restrict access to employees' sensitive information. We will release that information only if we have the employee's consent (unless required by law).

If you have access to any personal information, you must protect the privacy of that information.



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### **CONFIDENTIALITY**

Employees are required to protect and keep confidential all information relating to Fatfish's business. This includes information about our patients, clients and operations as well as information concerning our business, commercial arrangements and employees.

You must not disclose confidential information to anyone outside Fatfish unless it is disclosed in the proper exercise of you performing your duties for Fatfish, information that is disclosed with the prior consent of Fatfish, information which is available in the public domain or required by law. In such a case, you must first discuss the proposed disclosure with your manager. You must never use confidential information for your personal benefit, for the benefit of a third party or to disadvantage Fatfish.

These obligations of confidentiality apply while you work for Fatfish and after you leave the organisation.

### **POLITICAL AND OTHER ACTIVITIES**

We do not make direct contributions to any political party. However, we do attend lunches, dinners, conferences or other events with political parties. Our representatives sometimes make a financial contribution to attend those functions and events. In line with the law, we disclose all those contributions to political parties.

In your personal capacity, you may (outside your work hours) be involved in any lawful political, community or social activities.

### **GRIEVANCES**

We aim to achieve a safe, positive and productive environment in which our priority is the interests of excellent patient service. Raising and settling grievances is an important part of a culture of continuous improvement.

We encourage our employees to resolve grievances co-operatively. When grievances cannot be settled co-operatively, we use a confidential, stepped process. Through this process, we aim to resolve issues as soon as possible, starting at the first level of management.

### **COACHING, COUNSELLING AND DISCIPLINARY PROCESS**

We aim to achieve a safe, positive and productive environment for everyone. To achieve this, we need to promptly, constructively and fairly recognise, address, and correct inappropriate behaviour or performance by our employees.



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When the performance or behaviour of an employee falls short of our expectations we set in their position descriptions, in departmental procedure manuals and in workplace policies, we may take action to address the situation.

In some cases, we may decide to take disciplinary action to address substandard or unacceptable performance or behaviour. This involves coaching and counselling, verbal warning, written warning(s) and dismissal.

Fatfish may be legally obliged to notify the relevant industry or professional regulatory agency in instances of misconduct or unsafe practice concerning the professional practice of health practitioners in its employ.

### WHISTLEBLOWERS AND REPORTING MISCONDUCT

We aim to achieve a culture of honesty and integrity in everything we do. We acknowledge the role of whistleblowers in helping to disclose misconduct which could threaten Fatfish's integrity.

Whistleblowers are people, usually employees, who disclose criminal behaviour or serious misconduct - for example serious breaches of this Code and associated policies.

Our employees need to feel they can safely report crimes and serious misconduct. So, we aim:

- to protect whistleblowers against recrimination; and
- to acknowledge the importance of protecting whistleblowers under the law where possible.

Occasionally, you might see someone at work doing something wrong, which may not seem to be serious misconduct or criminal activity. When deciding on whether to report this behaviour, you should use common sense and your own sense of what is right and wrong.

If you decide to report an incident or misconduct, then we encourage you first to raise the issue with your manager or supervisor. If the matter is too sensitive or if it involves the conduct of your manager or supervisor, then speak to your supervisor's manager or to Corporate Human Resources.

If you act in good faith when you make a report - even if you breach our confidentiality rule, then Fatfish will not act against you. However, if you intentionally make a false or misleading report, then we will take appropriate disciplinary action.



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### INFORMATION SYSTEMS AND OTHER GROUP RESOURCES

#### INFORMATION SYSTEMS

We use a range of information systems to run our business including voice mail, telephones, facsimiles, internet, intranet and email. We expect you to use these information systems which are available for business purposes, in line with the standards of behaviour set out in this Code.

This means:

- you must not use our information systems to bully or harass co-workers including accessing, transmitting or storing offensive material;
- you must not use our systems to break the law; and
- you must never use social networking sites to comment adversely about Fatfish, its staff, patients, clients or other person connected with our business.

We expect you to protect the information communicated via, or stored on, our information systems. You also need to safeguard the hardware, software and all data against damage, loss, theft, alteration and unauthorised access.

Fatfish's information systems are organisation resources. We can, and do, monitor your use of these systems.

#### OTHER RESOURCES

Our resources include money, property, equipment, information and intellectual property.

You may use our resources only for authorised business purposes and never for your own or anyone else's personal benefit.

You must take reasonable precautions to make sure no-one steals, damages or misuses any resources under your control. You may only use your ID, access cards and system passwords for authorised purposes.

If you are responsible for keeping Group records and reports, then you must keep them accurately and in line with the law. For some employees this includes:

- complying with accounting rules and controls;
- reporting expenditures accurately and on time; and
- being able to provide proper evidence as required.



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These requirements also apply to all non-financial records, including employee files, leave records, time sheets, workers' compensation and environmental documents.

### **INTELLECTUAL PROPERTY**

When you joined Fatfish, you assumed specific obligations relating to intellectual property as well as the treatment of confidential information.

Intellectual property means all types of intellectual property and includes ideas, inventions, documents and programs which relate to Fatfish's actual or anticipated business, research or development that is suggested by, or results from, work or tasks you perform, or on behalf of Fatfish. It includes copyright, registered patents, designs, trademarks, know-how, trade secrets, logos, business names, confidential information and similar rights and includes reports, policies, manuals and the logos and business names of Fatfish and its facilities.

Any discovery, invention, secret process, business method, procedure or improvement made or discovered by you while in the service of Fatfish in connection with or in any way affecting or relating to (any of) the businesses of Fatfish or its associated companies shall be disclosed to Fatfish and shall belong to and be the absolute property of Fatfish.

Subject to the law, this obligation applies no matter where and when – at work or after hours – such intellectual property is created. That intellectual property must be reported to Fatfish, and the property must be protected like any other proprietary information of the organisation.

### **DEALING WITH OTHERS**

#### **DEALING WITH STAKEHOLDERS**

Fatfish's stakeholders include everyone who has an interest in what we do. They include: our shareholders; patients and clients; the families and other interested parties of our patients and clients; suppliers; communities; regulators; government agencies; competitors; as well as our employees.

When you deal with stakeholders, you need to be aware that they may judge Fatfish by the way you behave. You are to be professional, diligent, courteous and efficient at all times. You need to always aim to protect our good reputation and avoid harm to others, which may be caused by your neglect or misconduct.



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If someone makes a complaint and you are responsible for dealing with it, then you need:

- to handle the complaint with a positive and courteous attitude; and
- to be determined to satisfactorily resolve it.

### GIFTS, FINANCIAL INDUCEMENTS AND BRIBES

We must make our business decisions ethically, transparently and at arm's length - both in Australia and in overseas countries. So you need to exercise the utmost care when you give or accept any benefits. You need to remember that this behaviour may create a sense of obligation to, or conflict of interest with, the other person or organisation.

You must never solicit gifts from others - such as cash or other financial benefits.

You must never offer bribes or financial inducements.

You must not do anything that is against the law or which might create an obligation or a real or perceived conflict of interest.

### MEDIA

We aim to make our public communications fair, accurate, clear and consistent. To help us achieve this, we only authorise certain employees or external consultants:

- to speak to the media;
- to provide information to the media;
- to make public comments on Fatfish or industry matters.

If the media contacts you for comments or information regarding a Fatfish issue, then you must refer them to the CEO.

### DONATIONS AND SPONSORSHIPS

We aim to provide a coordinated program of support to people in the community through our Board.

We encourage our employees to be involved in their communities. We recognise the outstanding efforts of employees who support local community organisations.

You need to refer all requests for corporate donations and sponsorships to the CEO



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### CONFLICT OF INTEREST

As an employee, your primary duty is to us. So, we expect you to devote your work efforts to Fatfish and to make sure that your behaviour at work is transparent and based on what is best for Fatfish. .

To achieve this, you must always avoid having a real or perceived conflict of interest. A conflict of interest exists when your personal or private interests - or those of your family or friends - conflict with Fatfish's business interests or the interests of its patients, clients (and their families) and others.

You must never engage in activities or businesses that involve - or could look like they involve - a conflict of interest with Fatfish.

It is your responsibility to tell your Manager about anything that could involve a conflict of interest. In particular, you should be aware of the potential for conflict in areas like purchasing, engagement of consultants or contractors, sales and marketing, and giving and receiving gifts, prizes and hospitality.

### WORKING FOR OTHERS

You may only take on additional work outside Fatfish if:

- there is no conflict of interest; and
- you disclose and seek the prior approval of the relevant manager if you wish to conduct business or engage in a business in competition with Fatfish
- never take on additional work which may harm our reputation or negatively affect your performance while working for us.

### CODE ADMINISTRATION

#### RESPONSIBILITY FOR THE CODE

Line management and corporate Human Resources are responsible for implementing the Code.

Corporate Human Resources is responsible for making sure the Code is regularly monitored and reviewed. They will work closely with line management and the quality and legal functions to update the Code as needed.



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Business management teams must include the Code in new employee orientation and must conduct training and education about the Code as needed.

### **MORE INFORMATION**

For more information, see Fatfish's corporate policies and procedures on the Fatfish website.

As our corporate policies and procedures may change from time to time, you are responsible for making yourself familiar with any updates.