



# CODE OF CONDUCT

JULY 2017

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## 1. Introduction from Jonathan Rubinsztein, CEO

*Dear Colleagues*

*The pace of change and innovation in our industry encourages us to push the boundaries and to explore the best ways of delivering our services to our customers. That's where our Culture and Values come into play and where it is essential that we all understand our roles and responsibilities as employees or representatives of Infomedia.*

*Our Code of Conduct applies to everyone at Infomedia and it sets the standard for how we work together to develop and deliver our products and services, how we protect the value of Infomedia and how we work with our customers, suppliers, partners and others.*

*Our reputation and our success depends upon the personal commitment that each of us makes to uphold Infomedia's values and practice ethical behaviour in all of our business dealings.*

*Please read Infomedia's Code of Conduct, discuss it with your colleagues and commit to upholding these standards in your actions and your decisions. If you have any questions or concerns, please contact your manager or a member of the Human Resources or Legal teams.*

*If you are ever unsure of what to do, please ask.*

*Thank you for following our Code, living our Values and fulfilling our purpose.*



*Jonathan Rubinsztein*  
CEO

1 July 2017

## 2. A message from our Board of Directors

*To All Infomedia Employees*

*Infomedia has maintained a strong focus on integrity throughout its history which we want to see continued through the adoption of Infomedia's Code of Conduct.*

*The Board supports the Code of Conduct and complies with the Code in all our actions on Infomedia's behalf. This focus is an integral element of our strategy to meet the challenges facing the company and the high expectations of our customers, shareholders, employees, business partners and other stakeholders in Infomedia's success.*

*Through all our decisions and actions at Infomedia, we demonstrate our adherence to this Code of Conduct and to delivering value to our customers, our shareholders, our communities and each other. Infomedia's Code of Conduct highlights the key policies we all need to follow, and as one Infomedia team, we are all responsible for putting it into practice.*

*Thank you for your ongoing commitment to Infomedia and for working 'together' to create success for our customers, shareholders and ourselves.*



Bart Vogel

Chairman of the Board of Infomedia

*On behalf of Infomedia's Board of Directors*

### 3. Our Purpose, Culture and Values

*Our Values shape our Culture and define us as an organisation. They are demonstrated in every interaction and they describe us in terms of who we are and what we do. Consequently, our Culture and our Values play a big role throughout our Code of Conduct.*

#### a) Our Purpose

Our aim is to make our customers successful and that journey to success fun. We aim to empower our automotive partners with products that advance their profitability, productivity, their customers' service experience and ultimately reinforce the brand loyalty with those customers.

As Infomedia continues to grow in the ever-evolving global technology landscape, our Core Values will guide us and help us achieve our objectives. Every day, we work together to be part of a great team that believes and performs to deliver our purpose. Our team approach is the single most important element of what makes Infomedia such a great place to work. We can only succeed when everyone is committed and aligned in our thinking – that's what gives us the edge and makes us stronger ... aligned in our Values together.

#### b) Our Values

***'Together' we create success by:***

**Accelerating Performance**

*We are always action orientated and accountable to our customers.*

**Driving Innovation & Service**

*Our technology leadership empowers our customers.*

**Navigating Global, Steering Local**

*Our customers benefit from a unified Infomedia approach with local execution.*

**Having Fun in the Fast Lane**

*We balance hard work with a fun and vibrant workplace.*

## 4. Our Code

*Our Code defines what we at Infomedia expect from our people and our businesses.*

*It provides guidance to ensure we always act with integrity and in compliance with the laws and regulations applicable to our global business.*

### a) Who it applies to

This Code of Conduct sets the standard for how we work together to develop and deliver our products and services, how we protect the value of Infomedia and its subsidiaries, and how we work with customers, suppliers, and others.

The Code requires that you:

- always observe applicable legal and ethical standards in the performance of individual duties and in the pursuit of Infomedia's goals and objectives;
- adhere to the highest standards of Company loyalty, candour and care in all matters relating to stakeholders in Infomedia;
- conduct all business dealings in a manner consistent with the Code of Conduct and in a manner that avoids any actual or perceived conflict of interest or any abuse of position of trust or responsibility; and
- must protect on a need to know basis and not misuse any confidential and/or sensitive information, including but not limited to gain any personal benefits or advantages for you or any family, friends or related parties through securities trading or otherwise against the business interests of Infomedia.

Any failure to comply with this Code may result in disciplinary action, up to and including the possibility of termination and, if warranted, legal proceedings.

## 5. Our Company

*At Infomedia, our people are our most important asset.*

*We respect each other and are united in our work as one Infomedia.*

### a) Integrity & Respect

Here at Infomedia we treat each other with respect and we expect everyone to do the right thing no matter what. We embrace diversity and respect the personal dignity of everyone.

### b) A Safe & Secure workplace

Our Values start with 'Together' and by this we mean that we work as a team, we trust and respect each other and commit to protecting our people from discrimination, harassment, bullying or any other unsafe practices.

#### *I. Health & Safety*

We are committed to protecting the health and safety of our employees, visitors, and the public. Our policy is to maintain our facilities and run our business operations in a manner that does not jeopardize the occupational health and safety of employees. Compliance with health and safety laws and Infomedia policy is expected of all employees. Threats or acts of violence against Infomedia employees, temporary employees, independent contractors, customers, partners, suppliers, or other persons and/or property will not be tolerated.

#### *II. Equal Employment Opportunity (EEO) & Discrimination*

We value diversity in our workforce as well as in our customers, shareholders, suppliers and others. 'Navigating Global, Steering Local' is all about the importance of having a global mindset and recognising the significant benefits that result from having an inclusive work environment where differences are embraced.

We do not discriminate based on race, colour, religion, gender, age, disability, marital status, sexual orientation or any other characteristic protected by law or regulation in any of our operating locations. We follow these principles in all areas of employment including; recruitment & selection, remuneration and benefits, learning, promotion, performance management and development.

### III. *Anti-Harassment & Bullying*

We are committed to providing a safe work environment free from harassment and bullying of any kind. Infomedia enforces a policy of zero tolerance for demeaning, offensive, bullying or harassing behaviour and ensures that you are aware that you are individually and collectively responsible for ensuring a safe, secure and inclusive working environment.

#### c) External Communications & Infomedia Spokespeople

Infomedia Ltd is an Australian-based, ASX publicly listed (Code IFM) company committed to providing accurate, timely and transparent disclosures including financial reporting that complies with the regulations that govern public company communications to analysts, investors and the public generally.

Infomedia produces both half-year (February) and full-year (August) financial reports and an annual report (September) in accordance with both the Corporations Act and the ASX Listing Rules.

Infomedia communicates all market sensitive disclosures via the ASX announcements platform in the first instance. Infomedia has committed resources in place to manage and respond in a timely and accurate manner to all investment community and shareholder queries received. We encourage shareholder participation in general meetings.

Infomedia adheres to the laws that prohibit insider trading. Infomedia also adheres to a “black-out” period where Infomedia’s management will not meet with analysts or investors in the weeks prior to reporting its half-year and full-year financial results to avoid any perception of, or actual early indication of, Infomedia’s financial result.

In addition to the Infomedia Board of Directors, the CEO and CFO are the only people authorised to speak on behalf of Infomedia, unless authority has been explicitly delegated by the CEO. This includes all interactions with the media through social media forums and websites, however formal or informal, and irrespective of the subject matter. If you are contacted by a member of the media, the investment community or the public, please refer the inquiry to our Head of Investor Relations & Communications as a matter of priority.

#### d) Protecting the Company’s Assets & Reputation

By protecting our systems and our knowledge base, we protect Infomedia’s commercial interests and competitive advantage.

We each have a responsibility to comply with all procedures that protect the value of Infomedia’s assets. Our assets include; our facilities, equipment (Physical Assets), reputation and goodwill, trade names and logos, copyrights (including computer programs), data and databases, trade secrets,

know-how, confidential information (including financial data, business plans, marketing/service plans, investment strategies, and pricing information) and all other intellectual property rights (Intangible Assets), collectively referred to as 'Infomedia's Assets'.

We must all protect Infomedia's Assets from loss, damage, misuse, theft, fraud, embezzlement or destruction and ensure their efficient use. As fraud, theft and carelessness have a direct impact upon Infomedia's profitability, any suspected incident of fraud or theft should be immediately reported to your manager for investigation.

Records relating to Infomedia's Assets will be maintained in a timely, accurate and complete manner and transactions with third parties must be appropriately documented.

Infomedia's Physical Assets will generally be used for Infomedia related purposes, although incidental personal use is permitted.

We all need to take personal responsibility for safeguarding Infomedia owned and third party owned Intangible Assets which we hold. Infomedia Assets may include internal/external communication; digital information stored on any devices and hard copy documents, verbal discussions and interactions, conferences, forums and any exchange via social media channels. Unauthorised use or distribution of any Infomedia's Assets are a contravention of this Code of Conduct.

We must comply with all Infomedia security policies and procedures for handling Infomedia's Assets to ensure we meet our legal obligations and protect our business as well as our reputation.

Infomedia claims ownership of all intellectual property that is created using any of Infomedia's Assets. Infomedia monitors how you use Infomedia's Assets including emails, phones and internet and may inspect and retain copies of all data and files that are related to Infomedia's business.

## e) Conflicts of Interest

Transparency is the key to avoiding conflicts of Interest.

We, as Infomedia employees or representatives of Infomedia, are expected to act in accordance with the highest standards of personal and professional integrity and to comply with all applicable laws, regulations and Infomedia policies and procedures. We must never compromise that integrity, either for personal benefit or for Infomedia's purported benefit.

Infomedia's employees, officers and Board members are committed to conducting their business affairs in Infomedia's best interests by dealing with customers, suppliers, contractors, competitors, existing and potential business partners, analysts and investors and other Infomedia employees in a manner that avoids any actual or perceived conflict of interest.

You are strictly prohibited from working for a competitor, customer or supplier. You must make prompt and full disclosure in writing to your manager of any situation that may involve any actual or perceived conflict of interests.

You must also disclose whether you or any immediate family member receives personal benefits with a value greater than AUD\$200 from Infomedia's customers or suppliers as a result of your employment by the Infomedia; whether you or any immediate family members hold any positions as an officer or director of some other outside business, customer, supplier or competitive company; or whether you hold any major financial interests in competitive companies. In such instances, Infomedia will make a determination on the possible legal, ethical or business conflicts of interest and you will be advised of that determination.

**f) Compliance with Laws, including trade practices, bribery and corruption and export control laws**

You will seek guidance on and ensure you comply with all local laws and customs in conducting business on behalf of Infomedia. These include trade practices laws, including consumer protection, misleading and deceptive conduct and anticompetitive restrictive trade practice laws, export control laws that prohibit export of technology (and which may include websites and emails to blacklisted persons and countries), bribery and corruption laws including the US Foreign Corrupt Practices Act (FCPA) and the United Kingdom Bribery Act.

**g) Accounting & Reporting**

Infomedia will comply with all financial reporting and accounting rules and regulations applicable in the various jurisdictions in which it operates.

As required by law, Infomedia's books, records, accounts, and financial statements must be maintained in appropriate detail so that they properly reflect the company's business activities. Further, Infomedia's public financial reports required by law must contain full, fair, accurate, timely, and



understandable disclosures, which helps ensure investors and analysts have access to accurate information about Infomedia. Infomedia's finance and legal teams are responsible for procedures designed to assure proper internal and disclosure controls, and you must cooperate with these procedures.

## 6. Our Business Relationships

*Our success here at Infomedia is based on strong relationships underpinned by trust, integrity and mutual respect with our customers, suppliers, shareholders, distributors and others.*

### a) Relationships with our Customers

Our customers are the reason we exist and they rely on us to listen and provide solutions that will help them succeed.

Infomedia's aim is to develop value-added products and services that satisfy our customers in terms of quality, performance, safety, design and cost. In representing Infomedia, you will conduct business with customers fairly and courteously.

Infomedia and you must not seek to enhance profits or sales by engaging in behaviour that is illegal or unethical or which contradicts the business philosophy as set out in an earlier section of the Code of Conduct, titled 'Our Code'.

When engaging in any external business related activities, you will ensure that all communications are factual and do not contain any expressions that are defamatory, discriminatory, deliberately offensive or which might impair dignity or involve politics or religion.

The confidentiality of all personal information will be kept secure in accordance with applicable privacy laws and the Infomedia Privacy Policy.

### b) Relationships our Suppliers, Distributors and others

Infomedia works to create mutually beneficial supplier relationships that contribute to shareholder value by delivering cost competitive, superior products and services in a manner consistent with Infomedia's values. Infomedia strives to maintain fair and equal relationships with suppliers and distributors. Decisions will be made based on clear, fair and reasonable criteria.

### c) Relationships with our Shareholders

We are committed to growing the value we bring to our shareholders, honouring their trust and safeguarding their investment. We will comply with all applicable legal requirements in all jurisdictions in which we operate including the Australian Corporations Act and the ASX Listing Rules relating to corporate organisation and governance, securities registration and trading, business licences and taxes, and authorisation to do business.

Infomedia is committed to providing transparency in all market disclosures and communications. We are committed to listening to our shareholders and engaging with the market on a regular and consistent basis.

#### d) Control of Information & Insider Trading

Infomedia will comply with all applicable corporation and securities laws and regulations to ensure that material, non-public information (“inside information”) is only used in accordance with the law. Infomedia “insiders” must not use inside information for personal profit or provide inside information to others.

Anyone at Infomedia who has access to price sensitive information is prohibited from trading in the Company’s securities or the securities of any other entity, including but not limited to suppliers or parties negotiating with the Company, if the price sensitive information is not already publicly available.

Infomedia makes use of the online environment to transmit and receive information effectively and efficiently. When so doing, Infomedia will be careful to avoid piracy, falsification, third-party access to its information and the spread of viruses.

Our Share Trading policy outlines employee obligations including share trading restrictions and can be found under ‘Tools and Resources’.

#### e) Anti-Corruption & Anti-Bribery

Infomedia’s Code of Conduct is our commitment to conduct business internally and externally in a transparent and accountable way. The way we govern and conduct ourselves as individuals and teams is the heart of corporate governance and investor confidence. In order to *Accelerate our Performance*, we must always be accountable and take ownership and accept responsibility for delivering outcomes. It is the responsibility of all of us at Infomedia to act honestly and with integrity in all business relationships including those with our competitors, potential and actual business partners, suppliers, customers and government and regulatory representatives. Infomedia prohibits corruption and the payment of bribes or kickbacks of any kind, whether in dealings with customers, suppliers, distributors or any other individuals.

Corruption promotes poverty, hunger, disease, and crime, and keeps societies and individuals from reaching their full potential. Corruption is one of the leading obstacles to economic and social development. Infomedia is committed to observing the standards of conduct set by the applicable Anti-Corruption and Anti-Money laundering laws of the countries in which we operate.

At Infomedia we encourage the use of good judgment, discretion, and moderation when giving or accepting gifts or entertainment in business settings. Gift giving and entertainment practices may vary in different cultures, however, any gifts and entertainment given or received must comply with the law, must not violate the giver's and/or receiver's policies on the matter, and be consistent with local custom and practice. Infomedia does not solicit gifts, entertainment, or favours of any value from individuals or organisations with which we currently or potentially do business.

The topics of bribery and corruption are concepts that seem obvious but in practice scenarios of bribery and corruption can be very subtle. At Infomedia, we remain vigilant about the gifts and entertainment that we give and receive. We do not act in a manner that would place any vendor or customer in a position where they may feel obligated to provide a gift, entertainment, or favours to do business or continue to do business with Infomedia.

Please consider any gifts, offered or accepted, should be reasonable. We must all report any gifts or benefits when they are offered and or accepted and valued at AUD\$200 or more. Declarations should be made in the *Gift and Entertainment Register* at <https://sydjira.infomedia.com.au> If you are unsure you can give or accept a gift, entertainment or an invitation, please seek the advice of your Manager in the first instance or direct your questions to the Legal or Human Resources team.

You must not offer any bribes or any gifts of any value to any government officials regardless of its value (e.g. lunches, sporting events) and regardless of local customs (e.g. facilitation payments). Infomedia conducts business in Australia, the UK and US, and so is subject to the Australian Criminal Code Act 1995 (Cth), the United States Foreign Corrupt Practices Act 1977 (FCPA) and the UK Bribery Act 2010, which provide for criminal sanctions (both penalties and jail) for any acts of bribery committed anywhere in the world by companies incorporated in Australia, the United States or the United Kingdom as well as individuals who are Australian, US or British citizens or ordinarily resident in the US or United Kingdom.

Transparency in all dealings is vital so please keep accurate records, seek further advice and clarification and authorisation when you have questions regarding any matters in this area.

## 7. Our Community

*Infomedia believes being a good corporate citizen is an important measure of its success as a company. Infomedia will endeavour to contribute to the community in which it operates by participating in and supporting activities that society values, such as supporting appropriate fundraising activities.*

As a global organisation, Infomedia will make every effort to respect the customs and cultures of the places where it operates without compromising its business philosophy.

### a) Commitment to Sustainability

In conducting its business activities, Infomedia will endeavour to ease the burden on the environment where practical, for example by pursuing environmentally friendly office practices in recycling and energy conservation.

### b) Commitment to Human Rights

Human rights are fundamental rights, freedoms and standards of treatment to which people are entitled.

At Infomedia we are committed to respect human rights in the conduct of our business operations around the world. We strive to maintain the highest standards of integrity at all levels of our company, to comply with all applicable laws, rules and regulations relating to human rights and promote respect for human rights among our employees, our customers, partners and our shareholders.

### c) Commitment to Diversity

Infomedia views Diversity as an asset to the organisation. Diversity assists in generating new ideas which then leads to the development of new products and improved economic performance. We are committed to an inclusive and collaborative culture.

## 8. Our Responsibility

*Personal accountability goes a long way in showing our customers they can rely on us. That's why, at Infomedia, we keep our commitments day in and day out. We may have different sets of responsibilities depending on the role we play at Infomedia, but there are some global standards we're all expected to follow.*

### a) Speaking Up & Reporting

For us to function as 'one team', we must be able to ask for help if we need it. It could be a question about our policies and procedures or about a situation that you think may compromise our culture and values.

To ensure Infomedia conducts business with uncompromising integrity and professionalism, we all have an obligation to report possible violations of the law, the Code and other Infomedia guidelines and policies.

*If you're ever unsure of what to do, ask yourself these questions:*

- 1. Is it legal (or does it pass the smell test even if legal)?*
- 2. Does it comply with our policies?*
- 3. Does it reflect Infomedia's culture and values?*
- 4. Does it respect our people, shareholders, customers, partners, and communities?*
- 5. Would you do it if it was your own money?*

*If the answer to any of these questions is "no," don't do it.*

*If it's about someone else doing something, report it.*

*You can report it to your manager, department head or a member of Human Resources.*

*If you are still unsure, seek assistance from your Manager or any member of the HR team.*

## b) Seeking Guidance

The Code cannot address every situation that you may come across and therefore if you are ever unsure about a situation or the correct course of action, we encourage you to consider the following ways to either ask questions about the Code or report concerns regarding observed or suspected illegal or unethical behaviour, or about any suspected or observed violation of this Code of Conduct, other Infomedia policies or other regulatory requirements or laws:

- You can ask questions or report concerns directly with your manager, a department head, a member of the leadership team up to and including the CEO;
- You can ask questions or report concerns to a member of the Human Resources or Legal team.

Infomedia does not tolerate retaliation against anyone who in good faith reports possible violations of the law, the Code or any other company guidelines and policies. Anyone who retaliates or attempts to retaliate is subject to disciplinary action up to and including termination.

All information disclosed will be treated in a confidential manner except where there is a legal obligation to do otherwise or to the extent necessary for the protection of Infomedia's interests.

If an act in violation of law occurs, Infomedia must, as soon as reasonably practicable having regard to the nature of the violation, redress the violation and take steps to prevent it from recurring. Anyone who engages in illegal behaviour or behaviour that otherwise contravenes this Code of Conduct may be cautioned, rehabilitated or dismissed according to the severity of the behaviour and, possibly, referred to the relevant authorities.

## c) Tools & Resources (including referenced Policies)

- Diversity Policy
- Work Health and Safety Policy
- Workplace Bullying Policy
- Electronic Messaging Policy
- Use of IT Network and Assets Policy
- Recruitment Policy
- Anti-Discrimination & Equal Opportunity Policy
- Share Trading Policy
- Social Networking Policy

Links to the above Policies can be found here:

<https://sydconfluence.infomedia.com.au/display/HRP/Company+Policies>