

MetService Group

Code of Ethics

Purpose

This Code of Ethics represents an elaboration of the core values of MetService, and is a fundamental aspect of good business practice.

The Code

The Code of Ethics is a framework of standards that Directors, employees, contractors and advisors of the MetService Group are expected to meet. The framework is not intended to prescribe an exhaustive list of acceptable and non-acceptable behaviour, rather it is intended to facilitate decisions that are consistent with MetService's values, business goals and legal and policy obligations.

Directors and employees who are proven to have breached this Code of Ethics will face disciplinary action which, depending on the seriousness and severity of the breach could include dismissal, legal action, or both. MetService Directors and Management are expected to lead according to these standards of ethical and professional conduct, and ensure they are communicated to those reporting to them.

Any questions or concerns about an ethical issue, or suspected breach of a legal obligation or MetService policy, should be addressed to Management or the CEO.

Conflicts of Interest

A conflict of interest occurs where an individual's interests interfere, or appear to interfere, with MetService's interests. MetService expects all its Directors, employees, contractors and advisors to act in MetService's best interests, at all times.

Without prior consent, individuals should not:

- Engage in any business or commercial activity that would conflict with their ability to perform their duties to MetService;
 - Support a political party or organisation other than in a personal capacity;
 - Engage in any other activity that could conflict with MetService's interests.
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Gifts

"Gifts" and "personal benefits" can include accommodation, goods, services, discounts, special terms of loans and other favours.

MetService directors, employees, contractors and advisors will not accept gifts or personal benefits of any value from external parties if it could be perceived that such acceptance might compromise or influence any decision by MetService.

Corporate Opportunities

MetService expects its directors, employees, contractors and advisors to advance its legitimate interests when the opportunity to do so arises. These individuals will not:

- Take for personal benefit any opportunity discovered through the use of MetService property, information or position;
- Use MetService property, information or position for personal gain;
- Compete with MetService; or
- Use any confidential information not publically released for their own benefit.

Confidentiality

MetService entrusts its people with its confidential communications and information. Confidential information includes all information not in the public domain that has come to a MetService employee's knowledge by virtue of working for MetService.

MetService directors, employees, contractors and advisors will maintain and protect the confidential information entrusted to MetService about work colleagues, stakeholders, and MetService's business and financial affairs, except where disclosure is required by law, or authorised by MetService.

Behaviours

The actions and statements of MetService directors, employees, contractors and advisors, whether to customers, suppliers, competitors, or employees, can impact on the way people see MetService and whether they choose to do business with the company.

MetService directors, employees, contractors and advisors will:

- Undertake their duties in accordance with MetService values;
- Conduct themselves in a way which demonstrates that their honesty is beyond question and will not bring MetService into disrepute;
- Deal honestly with other MetService employees, professional advisors and stakeholders;
- Not enter into transactions or make promises on behalf of MetService that MetService cannot or does not intend to honour;
- Undertake their duties with care and diligence;

- Ensure that any personal views are clearly identified as their own and not represented as the views of MetService;
- Value individuals' differences and treat people in the workplace with respect, in accordance with MetService's values, MetService's philosophies of equal employment opportunities, and anti-harrassment policies;
- Not accept or offer bribes or improper inducements from or to anyone.

Proper use of MetService Assets and Information

MetService directors, employees, contractors and advisors have a duty to protect MetService property from loss, damage, misuse or waste.

MetService directors, employees, contractors and advisors will only use MetService assets for lawful business purposes, as authorised by MetService.

Compliance with Laws and Policies

MetService directors, employees, contractors and advisors will:

- Familiarise themselves with and comply with MetService policies, frameworks and processes at all times, including those relating to health and safety;
- Abide by the laws, rules and regulations in any country in which they work;
- Undertake training on legal obligations and polices as required by Management from time to time; and
- Comply with all statutory and internal disclosure requirements on a timely basis.

Delegated Authority

The MetService Board of Directors delegates the responsibility of managing the business and affairs of MetService to the Chief Executive Officer (CEO). The CEO, in turn, delegates to other levels of management certain rights to make operational and financial decisions, within defined limits.

MetService employees will:

- Act within the delegated authority framework and any authority that may be specifically given to them as a delegated authority holder; and
- Ask their manager if they are uncertain as to their level of delegated authority.

Additional Director Responsibilities

Directors are required to:

- Undertake appropriate training to remain current on how best to perform their duties as directors of MetService;

- Give proper attention to all matters before them;
- Have an understanding of the regulatory, fiduciary, legal and ethical requirements affecting directors;
- Be familiar with up-to-date business management techniques and related ethics; and
- Have an awareness of any special, strategic, industry, cultural and other issues that may impact on MetService's business.

Information for the Board

MetService Management must provide the Board with information of sufficient content, quality and timeliness, as the Board considers necessary, to enable it to effectively discharge its duties.

Reporting Concerns

Any suspected breach of the MetService Code of Ethics, a legal obligation or a policy, should be reported to the employee's manager, to Management, the CEO, or Board Directors as appropriate. If this is not appropriate in the circumstances, the breach should be reported to the Chair of the Board.

MetService will stand behind any employee who, acting in good faith, reports a breach, serious problem or wrongdoing. Where possible, the identity of the report will be kept confidential, although on occasion identification will be necessary.

MetService requires all directors, management and employees who receive a report of an actual or suspected violation of this Code of Ethics to take all reasonable steps within their control to ensure that:

- The behaviour alleged in the report is thoroughly investigated;
- The rules of natural justice are observed in the investigation; and
- Appropriate disciplinary action is taken if the allegation is substantiated.

Any person who knowingly makes a false report of a breach may be subject to disciplinary action.

Any breach of the delegated authority rules or limits should be advised to a manager and the delegated authority holder, whose responsibility it should have been to approve the transaction, as soon as possible.

Review

The Code of Ethics is subject to annual review. The Audit and Risk Committee recommend the Code to the Board for approval.

The Code of Ethics was approved by the Board at its meeting of 16 November 2016.