

# **World.Net Services Limited (ASX: WNS)**

## **Code of Conduct and Ethics**

### **1. Overview**

#### **1.1 Purpose**

The World.Net Services Limited (“World.Net”) Code of Conduct and Ethics (“Code”) governs all World.Net commercial operations and the conduct of Directors, employees, consultants, contractors and all other people when they represent World.Net (“Personnel”).

#### **1.2 Provision of this Code**

A copy of this Code will be given to all incumbent and new Personnel.

#### **1.3 Questions regarding interpretation or enforcement of this Code**

Any questions relating to the interpretation or enforcement of this Code should be forwarded to the Company Secretary.

### **2. General principles**

#### **2.1 Compliance with laws**

World.Net, its subsidiaries and associated entities and Personnel are expected to comply, at all times, with all applicable laws. They are also expected to conduct World.Net operations in keeping with the highest legal, moral and ethical standards.

#### **2.2 Performance of duties by Personnel**

All Personnel of World.Net, its subsidiaries and associated entities must conduct the business of World.Net with the highest level of ethics and integrity in relation to each other and all others with whom they deal.

Personnel must act:

- (a) ethically, honestly, responsibly and diligently;
- (b) in full compliance with the letter and spirit of the law and this Code; and
- (c) in the best interest of World.Net.

### **3. Giving or receiving gifts**

Personnel must not give, seek or accept in connection with the operation of World.Net any gift, entertainment or other personal favour or assistance which goes beyond common courtesies associated with accepted ethical commercial practice. For avoidance of doubt, any gift (or series of gifts) received by Personnel from the one party which might, as a matter of judgement, fall outside the ambit of this paragraph, must be reported to the Company Secretary with full details of the background of the gift.

## **4. Unacceptable payments and contributions**

### **4.1 Prohibited payments and contributions**

Bribes, kickbacks, inducements or other illegal payments of any kind must not be made to any third party in order to receive favourable treatment for any purpose.

### **4.2 Personnel's responsibilities**

Personnel must not seek or accept any type of compensation, fee, commission or gratuity from a third party in connection with the operations of World.Net.

## **5. Protection of World.Net's assets**

### **5.1 Responsibilities of Personnel**

Personnel are responsible for taking all prudent steps to ensure the protection of World.Net's assets and resources. In particular, Personnel should take care to minimise the possibility of theft or misappropriation of World.Net's assets and resources by any person.

### **5.2 Assets used for World.Net's purpose only**

Personnel must ensure that World.Net's assets and resources are used only for the purposes of World.Net and in accordance with appropriate authorisations.

## **6. Proper accounting**

### **6.1 Accounting roles**

Personnel must ensure that all World.Net's accounting records accurately and fairly reflect, in reasonable detail, all underlying transactions and all of World.Net's cash, assets and liabilities.

### **6.2 Maintenance of accounting records**

Accounting records must be maintained in accordance with International Financial Reporting Standards and any financial and accounting policies issued by World.Net.

## **7. Dealing with auditors**

Personnel must fully co-operate with the external auditors of World.Net.

Personnel must not make a false or misleading statement to the external auditors of World.Net and must not conceal any relevant information from the external auditors of World.Net.

## **8. Conflict of interest**

### **8.1 Use of position for personal benefit**

Personnel must not use their position for personal benefit independent from the business of World.Net or to benefit any other business or person.

### **8.2 Taking advantage of property**

Personnel must not take advantage of any property or information belonging to World.Net, or opportunities arising from those, for personal benefit independent from the business of World.Net or to benefit any other business or person.

### **8.3 Interest in third parties**

No Personnel, or any family member or companion over which the Personnel has influence, may directly or indirectly have an equity interest in, or have a significant beneficial connection with, any business or individual with whom World.Net have entered into a commercial contract, without the prior written consent of the Chairman.

### **8.4 Outside business activity**

Personnel must not engage directly or indirectly in any outside business activity involving commercial contact with, or work for the benefit of, third parties with whom World.Net have entered into a commercial contract, without the prior written consent of the Chairman.

## **9. Use of inside information**

### **9.1 Non disclosure of confidential information**

Personnel must not disclose confidential World.Net information to any third party without the prior consent of a Director of World.Net, or if required by law.

### **9.2 Confidential World.Net documents**

Personnel must maintain the confidentiality of all World.Net's documents and must not disclose any information contained within the documents to any third party without the prior consent of a Director of World.Net.

### **9.3 Personal gain**

Personnel must not use World.Net's information for the purpose of directly or indirectly obtaining personal gain.

## **10. World.Net Personnel Securities Trading Policy**

All Personnel must abide by the World.Net Securities Trading Policy.