

MACQUARIE TELECOM CODE OF CONDUCT

A. Introduction

The Macquarie Telecom Code of Conduct is intended to provide guidance for directors, senior managers and employees on the standards that Macquarie Telecom expects in the conduct of its operations.

This Code has been endorsed by the Macquarie Telecom Board of Directors and applies to the Board and all senior managers and other employees in every Macquarie Telecom business.

B. Professional behaviour

Macquarie Telecom is a good corporate citizen and complies with not only the letter, but with the spirit of the law, wherever it does business.

Macquarie Telecom is committed to fair competition in all markets in which it operates. When competing for business, do so vigorously but fairly. This means not intentionally misleading clients, business partners, competitors or the community, only using Macquarie Telecom's reputation in legitimate ways and refusing to participate in illegal market practices.

C. Integrity

You must always:

- act in the best interests of shareholders as the owners of Macquarie Telecom
- respect customers and treat them courteously and consistently
- respect colleagues and treat them fairly, openly and honestly
- select vendors and suppliers in a manner consistent with Macquarie Telecom's best interests.

D. Confidentiality and privacy

During the course of your work you may learn confidential and/or personal information about Macquarie Telecom, its customers, suppliers or employees. Unless you have permission, you must not disclose or discuss any such information while a director of or employed by or after you leave Macquarie Telecom.

In particular, you must treat as confidential all information given to Macquarie Telecom by its customers.

E. Conflict of interest

Macquarie Telecom has implemented a Conflicts of Interest Policy to facilitate the proper identification and management of all actual and perceived conflicts of interest. A copy of this Policy is available on the company's Intranet.

Conflicts of interest can arise if you have a personal interest in a business decision involving Macquarie Telecom. A personal interest can be direct or indirect and refers not only to you but also to members of your family and friends.

You must avoid situations in which your personal interests could conflict with those of Macquarie Telecom. If there is a potential conflict of interest, Macquarie Telecom's interests must always take precedence.

If you have a conflict of interest, you must disclose this to the appropriate person within Macquarie Telecom (see section O below). Further details of the reporting process for conflicts of interest are set out in the Conflicts of Interest Policy.

F. Outside activities

You must not serve in any capacity – as director, partner, employee, consultant, agent, etc., - whether paid or unpaid, in any other company or business if there is a possibility that your personal interests could conflict with those of Macquarie Telecom, without the express permission of the appropriate person within Macquarie Telecom (see section O below).

G. Gifts and entertainment

Macquarie Telecom has implemented a Gifts and Entertainment Policy that outlines the company's approach to dealing with the receipt and provision of gifts and entertainment between employees and Macquarie Telecom's customers, suppliers, and other external parties. A copy of this Policy is available on the company's Intranet.

Gifts and entertainment should not be given or received if they could be interpreted as creating an obligation, affect your impartiality or be perceived to influence a business decision.

Reasonable offers of entertainment such as a dinner, theatre parties or sporting events may be accepted or offered.

In determining what is "reasonable" the onus is on you to consider not only the value of the gift or entertainment, but the frequency with which they are offered and the circumstances in which they are offered.

If in doubt, ask the appropriate person within Macquarie Telecom (see section O below).

H. Politics

While you are entitled to personal political views and activities, Macquarie Telecom has a policy of strict political neutrality. You should not take part in a political event such as a fund raiser as a representative of Macquarie Telecom without the express permission of the appropriate person within Macquarie Telecom (see section O below).

I. Equal opportunity

Macquarie Telecom is an equal opportunity employer and expects you to treat your colleagues fairly. Discrimination or harassment of any kind is inconsistent with this approach.

J. Legal compliance

You must carry out your work according to the law. This means, amongst other things, that you must not engage in any corrupt or fraudulent activities.

Macquarie Telecom has implemented a Corruption Policy outlining its approach to fostering an honest and ethical workplace culture.

The company has also implemented a Fraud Policy outlining its approach to the identification and prevention of fraud.

A copy of these Policies is available on the company's Intranet.

K. Records and reports

Any information that you record and reports that you generate must comply with financial and accounting policies and procedures.

You must not destroy any records of Macquarie Telecom (including records relating to customers) without the prior approval of the appropriate person within Macquarie Telecom (see section O below).

L. Safety and security

You must follow Macquarie Telecom's safety and security procedures where you work.

M. Use of company property

Macquarie Telecom assets (include office equipment, our computer systems, the data on those systems) are provided to you for conducting Macquarie Telecom business. Any use you make of these assets must be authorised.

N. Code violations

Anyone who breaches this Code faces disciplinary action. This could include dismissal or legal action.

If you suspect a violation has occurred, report the matter to the appropriate person (see section O below). No action will be taken against any person who reports in good faith a suspected violation of this Code.

O. Code of Conduct check

If you have any doubts about the application of this Code to your conduct or this Code requires you to disclose a matter to or seek the permission of another person, the identity of the appropriate person you should speak to will be determined as follows:

You are	Person to speak to
Chairman	Chairman of the Audit and Risk Management Committee
Directors	Chairman
Senior managers	Chief Executive
Other Employees	Manager

"*Senior managers*" means those managers who regularly report to the Board and attend Board meetings. These individuals are specifically notified and advised.

Another way of resolving any dilemma you have about the application of this Code is to answer the following questions:

- Am I in line with company policy?
- Is it fair to all concerned?
- Will I feel good about myself?
- Would my actions look good on the front page of the newspaper?

If the answer to any of these questions is "No", you should reconsider your course of action.