

Code of Conduct

Policy Statement

MTF is committed to the highest standards of corporate governance and Director behaviour in relation to their obligations to MTF and one another, recognising that behaviours demonstrated by the Board influence the behaviour and culture of the entire organisation.

MTF has adopted this code of conduct as a basis for the behaviour it expects of directors. It is aligned with the MTF Code of Conduct applicable to all our people (directors, employees, contractors, and consultants) and is intended to facilitate decisions and behavior that are consistent with MTF values, goals, and policy obligations.

Company values

The code of conduct is built on a foundation of companywide shared values. Directors will undertake their duties in accordance with MTF values and with care and diligence, including giving proper attention to the matters before them.

MTF values (how we work)

- We do the right thing – we are responsible and fair to customers, our shareholders and ourselves (see what we did there? We put customers first)
- Straight up, always – we are good honest kiwis.
- Teamwork – if everyone is moving forward together, then success takes care of itself.
- Driven to succeed – we value innovation and creativity. We're not afraid to fail in order to succeed.
- We strive to be the best and celebrate when we nail it
- Everybody matters – we treat people with respect, we listen, we give a damn

Directors are in a position of trust and must act in good faith and generally in what they believe to be the best interests of the company. Directors must act honestly and should comply with the spirit as well as the letter of the law.

Directors will conduct themselves in a manner that reflects honesty and integrity and will not behave in a manner that has the potential to bring MTFs reputation into disrepute.

Directors will ensure that any personal opinions they express are clearly identified as their own and are not represented to be the views of the MTF Board.

Directors will use reasonable endeavours to ensure that MTF records and documents, including financial reports, are true and correct, and conform to MTF reporting standards and internal controls.

Directors should consistently attend board meetings and devote sufficient time to make and keep themselves familiar with the nature of the company's business and the environments in which MTF operates.

Conflict of interest

Directors carry out their duties to further the outputs of the company, and to assist it to fulfill its statutory functions. They may not seek to further any external professional or personal interests through their position with the company.

Directors should avoid conflicts of interest so far as possible. Where a conflict or potential conflict arises, at a minimum Directors must disclose it and adhere to the procedures provided by law and by the constitution of MTF. Directors who are conflicted regarding a particular issue should consider, in conjunction with the Chair, removing themselves from discussion and decision-making relating to that issue.

Directors must act in an ethical way at all times, and fully disclose all relationships that they have with MTF and any other relevant private or other business interests in identifying situations of conflict of interest.

A register of director interests is maintained.

Any director who believes there is a conflict of interest should discuss this with the Chairperson. Where a conflict exists, the director must withdraw from discussion on that matter.

Directors will not accept any inducement, gift, gratuity, or benefit from any person where it is offered to gain an advantage in respect of any matter before the Company, or where acceptance might reasonably be perceived to secure such an advantage for any person.

Confidential information

Any information coming into the possession of directors or employees through their work must be kept confidential to the board (and senior management where appropriate) and not share with shareholders, originators, staff, or any other party, except as required by law or authorised by MTF for a proper purpose. This includes board documents and notes.

Company property

Directors of MTF may only use Company property or funds for the lawful business of the Company.

Company funds may only be spent in accordance with financial delegations approved by the Company.

Compliance with laws and policies

Directors will abide by MTF protocols, policies and procedures, the laws, rules and regulations of New Zealand and comply with all statutory and internal disclosure requirements on a timely basis.

Directors must act in accordance with the directors' duties set out in the Companies Act 1993, which includes the duty to act in good faith and in what the Director believes to be the best interests of MTF.

Directors who are subject to a code of conduct because of membership of a professional body or trade organisation must observe those ethics to the extent that this does not conflict with any employment or statutory obligations of the Company.

Conduct

Directors must conduct themselves according to the Company's legal obligations, values and this code of conduct.

Directors will only trade in shares in accordance with the MTF Securities Trading Policy.

The Company must act, and must be seen to act, independently of, and without favour for, any industry, governmental, or personal interest.

Reporting unethical behaviour

Directors will (and will encourage other MTF people to) report any illegal or unethical behaviour of which they become aware to the Chair.

Ownership and Review

Approver & Reviewer:	MTF Board
Ownership:	Chief Financial Officer or Company Secretary
Last review:	23 August 2018
Review:	Annual or as needed