



SEEK Limited ACN 080 075 314

## Code of conduct for Directors and Senior Executives

November 2015

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SEEK Limited ("SEEK" or "the Company") aims to maintain an environment and culture that is honest, trustworthy and professional. Directors and Senior Executives embrace these values together with the values of fairness, integrity and excellence. All of these are important principles in the following Code of Conduct ("Code").

### **Each Director and Senior Executive of the Company:**

1. must act honestly, in good faith and in the best interests of the Company as a whole;
2. has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office;
3. must use the powers of office for a proper purpose, in the best interests of the Company as a whole;
4. must not make improper use of information acquired in the course of his or her duties with the Company;
5. must not take improper advantage of his or her position;
6. must not allow personal interests, or the interests of any associated person, to conflict with the interests of the Company;
7. must recognise that confidential information received in the course of the exercise of his or her duties remains the property of the Company and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Company;
8. should not engage in conduct likely to bring discredit upon the Company;
9. must not knowingly participate in any illegal or unethical activity;
10. must comply, at all times, with the spirit, as well as the letter, of the law and with the principles of this Code; and
11. must comply with all SEEK's applicable Corporate Governance policies, including the Share Trading Policy, Whistleblowers Policy and the Anti-Bribery and Anti-Corruption Policy.

### **In addition, each Director of the Company:**

1. must recognise that the primary responsibility is to the Company's shareholders as a whole but should, where appropriate, have regard for the interests of all stakeholders of the Company; and
2. has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the board of directors.