

Code of Conduct





1. Introduction

Freelancer Limited ('Freelancer') is a public company listed on the Australian Stock Exchange and is the owner, through a number of subsidiaries, and operator of the Freelancer online marketplace for outsourcing, freelancing and crowdsourcing services, measured by numbers of users and projects, found at www.freelancer.com.

2. Application

The Freelancer Code of Conduct is to be followed by all Directors, officers, employees, consultants of Freelancer and any entity related to or owned by Freelancer, and any other person when they represent Freelancer or any entity related to or owned by Freelancer.

3. Purpose

This code of conduct outlines how Freelancer expects directors, officers, employees consultants and other persons representing us to behave and conduct business in a range of circumstances.

4. Policy

The Board recognises the need to observe high standards of corporate practice and business conduct. Accordingly, the Board of Directors has adopted a formal code of conduct to be followed by all personnel and officers.

The code of conduct also sets out Freelancer's policies on various matters including ethical conduct, business conduct, compliance, privacy, security of information, bribery and corruption, and conflicts of interest.

5. The Code

5.1 Act with honesty, integrity and fairness

We aim to deliver profitable growth for our shareholders and to provide an excellent experience for our users, however there is never a good reason to cut legal or ethical corners in order to meet a business objective. We will be honest, act with integrity and be fair in all our dealings.

5.2 Act in accordance with the law

We will always approach our business with the clear intent to operate within the boundaries of the law. This means that to be effective in your job it is important to have an understanding of the laws and regulations that may apply.

If we don't comply with all of the laws and regulations that affect us, both Freelancer and any individual employee may face criminal proceedings or other sanctions.

We have policies and procedures to help guide us in our business dealings and decisions and these have been designed to capture our legal obligations.

If you are unsure of the obligations in any case, please discuss the matter with your manager.

5.3 Use of Freelancer resources and property

Freelancer's offices and facilities, including all of our IT infrastructure are essential to the efficient operation of our business. We all share responsibility for maintaining the offices and infrastructure and security of same. Act responsibly and with due care when using Freelancer's resources and property.

5.4 Business Conduct

The way we conduct ourselves during work times and also outside of work hours may impact how others will likely perceive us and therefore impact Freelancer.

For everyone at Freelancer, we should at all times act honestly in a professional and ethical manner, striving for fairness in everything we do.

5.5 Compliance

Freelancer has adopted a Compliance Risk Management Framework that aims to assist all employees to understand better and therefore recognise and manage our legal, compliance and regulatory obligations proactively and effectively.

Effective regulatory, compliance risk management is one of the keys to achieving our business goals. Meeting our compliance obligations and protecting ourselves from loss or damage are critical elements of effective compliance risk management. Strong compliance risk management is also about maximising the opportunities within the market and enhancing our competitive position.

5.6 Privacy

We respect the privacy of our users and employees.

The Freelancer Privacy Policy sets out our position and our commitment to, maintaining the privacy of our users.

You may be exposed to come across confidential information in relation to a user or in relation to Freelancer itself in the course of your job and this information must not be used or disclosed to anyone other than where required in the course of performing your job. You may not use any of this confidential information for your personal gain. Reference is made to our Securities Trading Policy for the restrictions that apply to any employee wishing to trade in Freelancer securities.

Our users place significant trust in us and we all have an obligation to meet our privacy obligations.

5.7 Security of Information

We have processes and controls in place designed to provide a high level of security over information held by us on behalf of our users. Each of us has an obligation to observe good security

practices and to keep confidential information secure from anyone outside the company without a legitimate reason to have access.

5.8 Bribery and Corruption

We will not pay bribes, facilitation payments or like payments. There are a number of countries, including Australia, the United States and the United Kingdom that have strict laws against bribery and corruption. These laws may also apply to acts performed in countries other than Australia, the United States and the United Kingdom.

We must comply with and all laws against bribery, corruption or any related conduct in all of the countries where we operate.

No one at Freelancer should accept any money or other benefit (including an opportunity or other benefit offered to a family member or close associate) which could be interpreted as an inducement, secret commission or bribe.

If a situation arises where you believe that a bribe or similar payment is being offered, or if you believe that someone (internal or external to Freelancer) is in breach of this policy we encourage you to report the matter immediately to a Director of Freelancer.

5.9 Conflicts of Interest

A conflict of interest is a situation in which someone in a position of trust has competing professional and personal interests which could make it difficult for them to remain impartial. For example, a person in a company responsible for the purchase of assets for the business uses a supplier in which they or a family member or close associate has an interest or stands to gain from transactions instead of using an arms-length supplier at same or lower cost. Another example in a personal sense is where an adviser may sell you a product that benefits them more than it does you.

A situation that would be a conflict of interest occurs when, because of your role with Freelancer, you are in a position to influence a decision that may result in personal gain for you, your family or close associates at the expense of Freelancer or the Freelancer user community.

We should disclose and abstain, i.e. not participate in any activities including decisions that involve a conflict of interest (between our own personal interest and our duties to Freelancer) or which there is a potential conflict of interest, i.e. where another person would perceive a conflict of interest.

The Company Secretary will maintain records of disclosed conflicts of interest.

6. Breaches

If you breach the provisions of this Code then you may face disciplinary action up to and including termination of employment.