



## Code of Conduct



## MAKE AN INCREDIBLY SMART DECISION

At Real Matters, making an incredibly smart decision isn't just about helping our clients, it's about our culture, how we conduct business and the principles we bring to work every day.

Our clients include some of the world's largest, most trusted financial institutions. By choosing to do business with us, they trust that we uphold the highest standards of integrity, accountability, ethical conduct and performance, while observing the laws and regulations that govern our industry. The Real Matters Code of Conduct is our commitment to those principles. It sets the expectation that we will act with the highest level of integrity, uphold the law, and that we will treat all of our stakeholders, and each other, with respect and transparency. It also ensures that we behave in a way that safeguards Real Matters' reputation and the trust that our investors, clients, business partners, regulators and communities place in our Company.

As an employee, Board member, or consultant of Real Matters (or one of its direct or indirect subsidiaries), you are responsible for understanding and complying with our Code of Conduct, not by just following its guidelines but by always exercising good judgement and adhering to our values.

Making an incredibly smart decision starts with you.

Jason Smith  
President and CEO, Real Matters  
May 2018

# VISION AND VALUES

**Our vision** is to be the leading network management company globally, leveraging technology and field agent partnerships as our core competencies to drive the next generation of businesses that offer insight into real estate.

## Values

### Passion

About everything we do for all stakeholders

### Innovation

Innovate, innovate, innovate

### Caring

For our people, partners, clients and the communities we all live in

### Excellence

In everything we do

# Contents

<b>1. About the Code</b>	<b>5</b>
<b>2. Creating a Positive Work Environment</b>	<b>5</b>
Diversity	5
Health and Safety	6
Substance Abuse and Weapons	6
<b>3. Avoiding Conflicts of Interests</b>	<b>7</b>
Use of Real Matters Products and Services	7
Outside Employment: Advisory/Board Work and Starting Your Own Business	8
Entertainment and Gifts	8
Anti-Bribery	8
<b>4. Preserving Confidentiality</b>	<b>9</b>
Personal Information	9
Outside Communication and Speaking on Behalf of the Company	9
<b>5. Protecting our Assets</b>	<b>10</b>
Information Security and Physical Security	10
Use of Equipment, Internet and Email	10
Intellectual Property	11
<b>6. Obeying the Law and Ensuring Financial Integrity</b>	<b>12</b>
Obligation to Report Personal Matters	12
Accurate Record Keeping	12
Signing Contracts and Hiring Suppliers	13
Insider Trading	13
Compliance with Policies	13
<b>7. Speaking Up and Raising Concerns</b>	<b>14</b>
Reporting Misconduct	14
No Retaliation	14
Waivers of the Code	14
<b>8. Contact Information</b>	<b>14</b>

## 1. About our Code of Conduct

Everyone who works for Real Matters has a duty to demonstrate the highest standard of business conduct. Our Code of Conduct (“Code”) applies to all full-time/part-time employees, temporary employees, Board Members and consultants (the code refers to these as “Employees”) of Real Matters Inc. and its direct or indirect subsidiary companies (what we call “Real Matters” or the “Company”).

As an Employee of Real Matters, you are required to read the Code and to adhere to its principles as a condition of employment and/or consulting agreement with the Company. You are also required to report to the individual or individuals identified in this Code any known or suspected violation of the Code, the Company’s policies, applicable laws and regulations, and any criminal activity, whether or not it involves you.

## 2. Creating a Positive Work Environment

Real Matters is committed to providing a positive work environment that is free of harassment, intimidation, violence and discrimination. As an Employee, you have an obligation to treat your co-workers and all of our stakeholders with dignity and respect.

### **Diversity**

Real Matters values diversity and inclusion. Our people are the Company’s most valuable asset. The collective sum of the individual differences, life experiences, knowledge, inventiveness, innovation, self-expression, unique capabilities and talent that our Employees invest in their work represents a significant part of our culture.

We embrace our Employees’ differences in age, color, physical, mental and development abilities, ethnicity, family or marital status, gender identity or expression, language, national origin, physical and mental ability, political affiliation, race, religion, sexual orientation, socio-economic status, veteran status, and other characteristics that make our Employees unique. We also make all reasonable accommodations to meet our obligations under laws protecting the rights of people with disabilities.

All Employees are expected to exhibit conduct that reflects inclusion during work, at work functions (on or off the work site) and at all other company-sponsored and participative events.

We do not accept any type of harassment, regardless of the perpetrator, whether it’s a co-worker, business partner, client or the public. Verbal or physical conduct that disrupts or interferes with your ability to do your job, or that creates a hostile work environment, will not be tolerated.

Real Matters will not elect to work with a client, vendor or business partner that violates the basic principles of human rights.

It's your responsibility to report any behaviour that is unlawful, abusive or otherwise violates our Code. If you believe you have been subjected to any kind of discrimination or harassment, we encourage you to discuss it with a manager, Company executive, or human resources. Any Employee found to have exhibited inappropriate conduct or behavior against others may be subject to disciplinary action.

### **Health and Safety**

The Company is committed to providing a healthy and safe working environment for all Employees in accordance with all state/provincial and federal regulations. Workplace health and safety is of critical importance to the Company. As such, the Company and its management will:

- J Make reasonable provisions for the occupational health and safety of its Employees in accordance with the laws of the jurisdictions in which the Company operates;
- J Keep Employees familiar with safe work practices through training or other communication as required from time-to-time;
- J Identify and notify Employees of any hazardous workplace conditions and provide reasonable preventative measures to protect Employees from these hazardous conditions; and
- J Establish and maintain a procedure and protocol to be followed in the case of serious injury or fatality.

Employees have a duty to:

- J Strictly comply with directives, approved work procedures and all laws or regulations intended to ensure their health and safety;
- J Advise the Company in a timely manner of any dangerous or hazardous workplace conditions; and
- J Refrain from any conduct or misconduct that they know or reasonably ought to know is dangerous to their own health and safety or to that of others within the workplace.

Smoking is allowed only in designated areas.

### **Substance Abuse and Weapons**

Employees are not permitted to manufacture, distribute, possess, sell or attempt to sell, receive or be under the influence of illegal drugs at work or at a Company-sponsored event.

Consumption of alcohol is not banned from our offices or Company-sponsored events. Instead, we rely on you to exercise good judgement and never drink in a way that leads to impaired performance or inappropriate behaviour, endangers the safety of others or violates the law.

Real Matters is also committed to a violence-free work environment and will not tolerate any level of violence or threat of violence in the workplace. You are strictly prohibited from bringing or storing a weapon at work. If you become aware of a violation of this policy, please report it immediately to a manager.

### 3. Avoiding Conflicts of Interest

When you work at Real Matters, you have an obligation to do what's best for the Company, our clients, and our field agent partners. That means making Company decisions that are independent of your personal interests. You should avoid putting yourself in any situation where there might be a conflict of interest, or the appearance of a conflict. A conflict of interest arises when you take actions or have interests that conflict in any way with the interests of Real Matters. These conflicts may make it difficult for you to perform your work objectively and efficiently. When faced with a potential conflict, ask yourself:

- )] Would this create an incentive for me or my immediate family (or the appearance of one) at the expense of Real Matters, its clients or suppliers?
- )] Would this harm my reputation, my judgment or my ability to do my job at Real Matters?
- )] Would this embarrass Real Matters if it appeared on the front page of a newspaper or website?

Immediate family is defined as the Employee's spouse, domestic partner, parent, grandparent, sibling, child, grandchild, stepparent, step-grandparent, stepsibling, stepchild, stepgrandchild or in-law.

If the answer to any of these questions is "yes" or if you are unsure, then you should talk to the Compliance or Legal Department about the potential conflict. You have an ongoing responsibility to identify conflicts of interest in relation to Real Matters, its clients and suppliers.

You must disclose actual, potential or perceived conflicts so they can be avoided or managed appropriately to the Compliance or Legal Department.

Members of the Company's Board of Directors must disclose to the Chair of the Audit Committee or to the Chair of the Board of Directors and General Counsel of the Company any personal interest they may have in a transaction of which they are aware that involves the Company. They must recuse themselves from participating in any decision in which there may be a conflict between their personal interests and the interests of the Company, its customers or suppliers.

#### **Use of Real Matters Products and Services**

Avoiding potential conflicts of interest also means that you should not use Real Matters products in a way that improperly benefits you or your immediate family. You are not permitted to initiate or to have control or influence over a Real Matters product transaction in which you or one of your immediate family members holds a financial interest. You or your immediate family members are also not permitted to be a customer of the Company.

Subject to compliance with the above paragraph, a file may be opened or an order placed for a transaction where you or your immediate family member have a personal interest. In this event, you should have no involvement (or contact related to the transaction with those involved) in

the processing of that transaction, including but not limited to: assigning the order, conducting the search, making fee adjustments, processing the billing or payments, conducting the quality control review on the work performed for your property or that of an immediate family member.

If you are conflicted, notify your manager immediately so that work on that specific transaction can be reassigned to another Employee.

### **Outside Employment: Advisory/Board Work and Starting Your Own Business**

Any activity including involvement with Boards or part-time employment that you participate in outside the workplace must not be in conflict with your employment at the Company or the Company's interests. Outside employment with a competitor or client is prohibited. Board of Director appointments with any public company or financial services company, public or private, require prior approval through the Company's General Counsel.

### **Entertainment and Gifts**

Gift-giving and entertainment are common business practices; however, you are responsible for ensuring these practices do not create the impression of improperly influenced business decisions. The Company conducts its business based solely on prudent business practices. We choose our business partners (including field agents) based on quality, competence, performance and ethics.

You cannot, under any circumstance:

- ) Solicit or accept gifts of any kind in exchange for favorable business treatment;
- ) Receive cash or cash equivalent (i.e.: checks, pre-paid Visa cards) from business partners, in any amount.

Certain business channels or subsidiaries may have more restrictive requirements. You are required to follow the guidelines specific to your business unit, if applicable.

### **Anti-Bribery**

You may not give gifts to any public or government official, including regulators, candidates for public office, employees of a government agency, political party officials or employees of foreign governments or government-controlled organizations without prior approval from the Company's General Counsel. This includes things like meals (outside the normal course of business), travel, political or charitable donations, and job offers for government officials' relatives.

Bribes or illegal kick-backs as a means of obtaining business opportunities are also strictly prohibited.

## 4. Preserving Confidentiality

Through your employment or consultant agreement with Real Matters, you may be provided with, receive or have access to significant proprietary and confidential information which includes information related to the Company's past, present or future products, software, research, development, information security, clients, business partners, financial performance, strategy or administrative activities. You may also receive or have access to third-party confidential or proprietary information; for example, information about a client's customers. Real Matters considers this information, including any materials or documents containing the information, Confidential and Proprietary ("Confidential").

It is your duty to protect Confidential information and to take precautions before sharing it with anyone, internally or externally. Do not share confidential information with friends or family, and do not discuss it in places where others could hear you (e.g. elevators, airplanes). You should always properly label, secure and dispose of Confidential information. Do not access Confidential information unless you have the authority or a business reason to do so.

If you are unsure the information you have is Confidential, the best practice is to assume that all information you have about the Company and its business including information received from past and current business partners, clients and their customers is Confidential. You should only disclose that information on a need-to-know basis.

In the event you become aware that Confidential information was intentionally or accidentally released, please immediately report the incident to the Company's Privacy Manager at [privacy@realmatters.com](mailto:privacy@realmatters.com).

### **Personal Information**

As Employees of Real Matters, we all have a right to privacy. Personal information about each of us is Confidential. Collection, use and disclosure of this information must be relevant to our working relationship with Real Matters.

Additionally, when someone confides in us as asks us to keep the information confidential, we must do so, except as required by law or the Code. Keeping information private and confidential is a matter of personal integrity.

### **Outside Communication and Speaking on Behalf of the Company**

Real Matters believes in transparency and open communication with all of its stakeholders. All information disclosed outside the Company must be accurate, complete and consistent, and disseminated in accordance with Real Matters' policies. That includes information about our financial performance, strategy, clients, products, and research and development.

Although we all represent Real Matters, only those who have been authorized to speak on behalf of Real Matters should do so.

All Employees of Real Matters are bound by the Company's Disclosure Policy. The objective of this policy is to ensure that communications with the investing public about Real Matters are timely, factual, accurate, balanced and broadly disseminated in accordance with all applicable legal and regulatory requirements. The CEO or a designate will appoint Employee (spokespersons) who are responsible for communicating with the investment community, regulators, the media, and the public. Employees who are not authorized spokespersons must not respond under any circumstance to inquiries from a stock exchange or other securities regulatory authority, the investment community, the media, or others, unless specifically asked to do so by an authorized spokesperson.

If someone asks you for information about the Company, please refer the inquiry to Investor Relations and Corporate Communications.

It is also important to use good judgement on social media. Your comments could be attributable to Real Matters, even if that was not your intention. Unless authorized to do so for business purposes, do not attribute your views and comments to the Company when posting to social media sites, and never disclose any Confidential information about Real Matters on social media.

## 5. Protecting our Assets

### **Information Security and Physical Security**

Maintaining the highest level of vigilance over the protection of information and data is essential to maintaining the trust of our partners, clients and their customers.

You have a responsibility to adhere to all policies and training related to data protection including: Clean Desk Policy, Visitor Access Policy, Information Security Policy, Acceptable Use Policy and DataLoss Prevention Policy.

You are encouraged to change your password often, as required, and to never share passwords with anyone.

Should you have questions regarding information protection please contact the company's information security team at [security@realmatters.com](mailto:security@realmatters.com).

### **Use of Equipment, Internet and Email**

Real Matters provides you with the tools and equipment you need to do your job effectively. The computers/laptops, telephones and mobile devices that are furnished to you by the Company are property of the Company for use for business purposes and are not to be modified or tampered with in anyway. Unless authorized as part of your daily role and duties, do not attempt to defeat, disable or circumvent the security features and software the Company uses in its systems and networks such as antivirus software on your laptop or web filtering software used to prevent access to unsafe or work inappropriate websites. If you have been authorized to use a personal device for Company business, you are expected to use the same safeguards

and security standards you would with Company equipment. Similarly, the Company provides you with internet access and email for acceptable business use. Be mindful of how you use the Company's assets and appropriately safeguard them against theft, loss, waste or abuse.

To the extent permitted by applicable law, the Company reserves the right to monitor logs detailing an Employees' internet usage, electronic mail, telephonic activity, voice mail and computer files at any time. The company also has the right to obtain your password(s) for your Company device(s) and access upon termination of employment.

### **Intellectual Property**

Real Matters intellectual property rights are among our most valuable assets. These include the Company's trademarks, logos, copyrights, trade secrets and patents. As an Employee, the things you create for Real Matters belong to the Company. This includes software code, ideas, inventions, techniques, processes, devices, improvements or know-how, whether patentable or not. This work product is Real Matters property if it is created or developed, in whole or in part, on Company time, as part of your duties or through the use of Company resources or information.

## 6. Obeying the Law and Ensuring Financial Integrity

Real Matters operates in a highly regulated industry. It is incumbent upon us to be aware of and to comply with the laws and regulations that govern our industry. This is critical to our business and to maintaining the confidence of our clients, partners and regulators.

The laws and regulations that apply to our Employees include, but are not limited to, Unfair Deceptive, or Abusive Acts and Practices (UDAAP), Appraisal Independence Regulations (AIR), Anti-Money Laundering (“AML”), anti-corruption, anti-bribery, and all other federal and state or provincial laws related to our business.

As an Employee, you are expected to know and comply with the laws and regulations that apply to you. Should you have any questions about which policies or training apply to you, please contact your manager or the Compliance Department for guidance.

### **Obligation to Report Personal Matters**

As an Employee you are required to report any of the following incidents regardless of whether or not that they relate to the business of the Company:

- ) Any arrests, charges or convictions laid upon you for theft, dishonesty, fraud or other financial crimes, assault, crimes against property, major drug offences (including manufacturing, smuggling or trafficking)
- ) Any inquiry or enforcement action against you by a regulator with which you hold a professional license.

If any of these apply to you during your tenure as Employee of the Company, please contact local Human Resources.

### **Accurate Record Keeping**

In order to maintain the trust of investors, clients, regulators and the public, the Company maintains significant internal controls over accounting and financial reporting as well as robust record keeping and record retention policies. Real Matters has a zero tolerance policy for fraud and falsification of records.

We are all responsible for maintaining accurate, complete and honest records, and for complying with all of the controls, policies and procedures we have in place. You should never falsify any record or account including time keeping records, sales, expense reports and any other record that relates to the business of our Company, clients, Employees or suppliers. Falsifying records is not only against our policies but against the law.

Real Matters data and records are retained as required by law and Company policy. You must not knowingly destroy or discard information prematurely.

To ensure that relevant information regarding the financial condition of Real Matters and internal controls is available to the Audit Committee, Real Matters has adopted Handling

Financial Complaints Guidelines for the confidential submission and handling of complaints or concerns by Employees. You cannot be subject to retaliation for reporting a suspected violation in good faith. Concerns regarding accounting, internal accounting controls, expenses or auditing matters should be promptly reported to your manager, a Company executive or through our Ethics and Compliance Helpline at [www.lighthouse-services.com/realmatters](http://www.lighthouse-services.com/realmatters) or by calling 844-420-0055.

### **Signing Contracts and Hiring Suppliers**

Each time you enter into a business transaction on the Company's behalf, there should be documentation recording that agreement, approved by the Legal Department. You should only sign contracts on behalf of Real Matters if you have the authority to do so. Should you have any questions about your signing authority, please contact the Legal Department.

It is our collective responsibility to negotiate contracts that offer the best quality, service, price, reliability and terms and conditions for the Company.

### **Insider Trading**

At Real Matters, we are committed to candid communications and transparency which is why we openly share information internally. As an Employee, you may become aware of confidential information about Real Matters or our clients, often called Material Non-Public Information ("MNPI"). Examples of MNPI include: material information about financial performance, new products or services, new or potential clients, proposed acquisitions, joint ventures or disposition, changes in key personal or regulatory investigations. MNPI is information that is not available to the public, and if disclosed may have a significant impact on the market price of a public company (a company that is listed on a stock exchange).

Employees are prohibited from disclosing MNPI, using it to buy or sell securities (also known as "insider trading"), or sharing it with others (also known as "tipping"). If you are unsure if information is MNPI, please speak with a manager, Company executive or our Legal Department. Insider trading is not only a violation of our Code, it is illegal.

Certain Employees with regular access to MNPI about the Company will be subject to restrictions on trading the Company's securities within certain periods (also known as blackout periods). The blackout periods as well as the obligation of certain Employees to disclose trades in the Company's securities will be outlined Company's Insider Trading Policy. For more information, please contact the Legal Department.

### **Compliance with Policies**

As an Employee, you are expected to know and comply with all Company policies and procedures that apply to you, including Financial and Accounting Policies and Procedures, Operational Policies and Procedures, Information and Physical Security Policies and Procedures and Human Resources Policies and Procedures. You may also be required to participate in mandatory training as a condition of continued employment.

Should you have any questions about which policies or training apply to you, please contact your manager or the Compliance Department for guidance.

## 7. Speaking Up and Raising Concerns

The Company promotes an ethical culture where you are encouraged to speak up. While our Code and policies outline the ethical behaviour we expect of Employees, they cannot anticipate every situation we encounter. By speaking up and raising concerns, we ensure that Real Matters does the right thing to protect all of our stakeholders and the Company's reputation.

### Reporting Misconduct

You have a duty to report actual or suspected misconduct. This includes violations of the Code, policies or the law. You can report your concerns to a manager, our Compliance Department or our Legal Department. If you are not comfortable directing questions and concerns to any of the above groups, you can report your concern anonymously through our Ethics and Compliance Helpline at [www.lighthouse-services.com/realmatters](http://www.lighthouse-services.com/realmatters) or by calling 844-420-0055.

### No Retaliation

Real Matters prohibits retaliation against anyone who reports or participates in an investigation of a possible violation of our Code. Any reports of suspected or known violations made in good faith, whether reported through the third-party service or directly to the Company, will be handled discreetly and without retaliation.

### Waivers of the Code

If you would like to seek a waiver of any portion of this Code, you must make full disclosure of your particular circumstances in writing to the Audit Committee of the Board of Directors (for officers and directors) or the Chief Financial Officer (in the case of all other Real Matters Employees). Amendments to, and waivers of, this Code of Ethics will be publicly disclosed by Real Matters to securities regulators as required by applicable laws, rules and regulations.

## 8. Contact Information

- ) Legal and General Counsel: [legal@realmatters.com](mailto:legal@realmatters.com)
- ) Compliance: [compliance@realmatters.com](mailto:compliance@realmatters.com)
- ) Security: [security@realmatters.com](mailto:security@realmatters.com)
- ) Privacy: [privacy@realmatters.com](mailto:privacy@realmatters.com)
- ) Investor Relations and Corporate Communications: [ir@realmatters.com](mailto:ir@realmatters.com)
- ) Third-Party Ethics and Compliance Helpline: [www.lighthouse-services.com/realmatters](http://www.lighthouse-services.com/realmatters) or 844-420-0055.