



# Separation Plan

Version 2.2

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# 1. Policy Overview

## 1.1. Policy statement

The Australian Registrars National Electronic Conveyancing Council (ARNECC) Model Operating Requirements (**MOR**) stipulates that as an Electronic Lodgment Network Operator (**ELNO**), Sympli must have a Separation Plan if they are a Related Entity of a Downstream or Upstream Service Provider.

The intent is to have a plan and set of principles for Sympli to follow when dealing with Related Entities that are in their capacity as a Downstream or Upstream Service Provider (**Related Downstream or Upstream Service Providers**). These Related Entities are currently:

1. InfoTrack Pty Limited (**InfoTrack**);
2. SettleIT Pty Ltd (**SettleIT**); and
3. Leap Legal Software Pty Limited (**LEAP**).

## 1.2. Purpose

MOR 5.6 sets out a number of requirements that Sympli must comply with “if a Related Entity supplies or proposes to supply a Downstream or Upstream Service”. To meet MOR 5.6.3(c), Sympli must “prepare, publish, implement, review and keep current a Separation Plan” which sets out how Sympli will meet these requirements.

As a minimum, Sympli must ensure that its Separation Plan covers how Sympli will:

- a) manage Sympli independently from the Related Downstream or Upstream Service Providers;
- b) deal with confidential or commercially sensitive information of a Person Wishing To Integrate or a Person Who Has Integrated with Sympli to ensure that information is not available to, or able to be used by or for the benefit of the Related Downstream or Upstream Service Providers;
- c) share personnel, systems and services, with the Related Downstream or Upstream Service Providers; and
- d) implement suitable governance frameworks.

## 1.3. Scope

This policy applies to all Sympli staff including the CEO and Executive Management Team (**EMT**) as well as the Board.

## 2. Independence

### 2.1. Structure

Sympli and the Related Downstream or Upstream Service Providers operate as separate and independent from each other, on a functional and structural basis.

Sympli will remain an independent corporate entity to the Related Downstream or Upstream Service Providers and will not itself offer any Downstream or Upstream Services.

### 2.2. Management

Sympli's management operates separately to that of the Related Downstream or Upstream Service Providers, and Sympli has adopted governance arrangements which it maintains in its Governance Framework.

Sympli's management structure consists of the:

- a) Board;
- b) Chief Executive Officer (**CEO**); and
- c) Executive Management Team.

The Board has delegated the day-to-day responsibility for the operation and management of the Sympli to the CEO. The CEO and Executive Management Team provide the Board with the relevant information required to oversee their delegated responsibilities and oversee the strategic conduct and performance of Sympli.

The Board includes Directors who are nominated by Related Entities, however as further detailed in Section 2.3, there are several safeguards in place to ensure that this relationship does not impact the ability for Sympli to operate independently from Related Downstream or Upstream Service Providers.

### 2.3. Resources

Sympli and the Related Downstream or Upstream Service Providers operate as separate businesses and there no shared personnel, systems or services.

Sympli acknowledges that they are currently billed for corporate gym membership for its employees through an intercompany arrangement with InfoTrack. This arrangement is for billing purposes only on a direct cost pass through basis and does not provide any commercial advantage or payment to InfoTrack for this.

Sympli's Board includes Directors who are nominated by Related Entities. Sympli has adopted a number of safeguards to ensure that the Related Downstream or Upstream Service Providers are not provided with an unfair competitive advantage as a result of this. These safeguards are detailed in Company policies and agreements binding on Sympli, Related Entities and/or Directors and include:

- a) the requirement that any dealings with related parties (including the Related Downstream or Upstream Service Providers) are required to be done on an arm's length basis as approved by non-conflicted shareholders;
- b) all Directors of Sympli must act in Sympli's best interests in their capacity as a Director of Sympli;
- c) all Directors are required to adhere to the Company's Code of Conduct; and
- d) all Directors are required to declare any potential conflicts of interest whether actual or perceived.

## 2.4. Commercial Arrangements

When Sympli and the Related Downstream or Upstream Service Providers engage in commercial relationships (including where a Related Downstream or Upstream Service Provider is a Subscriber of Sympli), Sympli must ensure that it receives and/or offers services (as applicable) on comparable terms to what is offered to the broader market. This does not preclude Sympli or the Related Downstream or Upstream Service Providers from:

- a) offering discounts on services substantially in line with discounts offered to third parties, including any volume-based discounts; or
- b) requesting and/or negotiating discounts in a commercially reasonable manner.

Sympli acknowledges that they currently utilise the following InfoTrack services relating to the operation of the ELN:

- a) WebVOI (software used during the onboarding process to facilitate the verification of subscriber identity); and
- b) information broking (including ASIC searches and title searches).

Sympli will monitor the engagement of InfoTrack as a service provider in these respects in accordance with its Outsourcing Policy and External Supplier Security Standard and consider alternative service providers where it is commercially reasonable to do so.

Where a Related Downstream or Upstream Service Provider is a Subscriber to Sympli, Sympli must ensure that the Subscriber Registration Process is followed in accordance with Model Operating Requirement 14.10.

# 3. Integration

## 3.1. Terms

As Related Downstream or Upstream Service Providers, Sympli acknowledges that when it begins to offer integration, InfoTrack and LEAP are likely to be appropriate businesses to integrate with.

In accordance with MOR 5.5, Sympli will prepare a set of:

- a) terms and conditions; and/or
- b) principles,

**(Terms)** which will apply to integrations with InfoTrack and LEAP and any other potential integration partner. Sympli must engage with InfoTrack and LEAP on these Terms to ensure that it does not operate in a manner which gives an unfair commercial advantage to InfoTrack or LEAP.

Where an opportunity arises for the provision of information to InfoTrack or LEAP to be offered as part of their Downstream or Upstream Services (for example, to be used as part of their information broking services), Sympli will assess this opportunity on an arm's length commercial basis. Where an assessment of this opportunity indicates that extending this offer to the broader market may benefit Sympli, Sympli will offer comparable services to the market and may engage one or more third parties in this opportunity.

## 3.2. Confidentiality

Where Sympli receives confidential or commercially sensitive information from an integration partner or potential integration partner, Sympli must ensure that this information is not available to, or be able to be used by or for the benefit of, Related Downstream or Upstream Service Providers.

In order to achieve this, if an event arises where this information is required to be disclosed to the Board for the purpose of approval a commercial engagement or other governance purposes, Sympli must take one or more of the following actions, as applicable to the relevant situation:

- a) only display such information to members of the Board that do not have a material connection to Related Downstream or Upstream Service Providers;
- b) where this information forms part of a larger document, redact the confidential or commercially sensitive information; and/or
- c) anonymise the integration partner to the extent required to protect to the confidential or commercially sensitive information of the integration partner.

## 4. Assumptions & Dependencies

The following assumptions have been made in respect of compiling the Separation Plan in addition to the identifiable dependencies that the Separation Plan is reliant upon or that are reliant on completion of the transition:

- a) that each of the Related Downstream or Upstream Service Providers and Sympli can engage third parties to provide the services they currently provide to each other; and
- b) the Related Downstream or Upstream Service Providers will continue to be Downstream or Upstream Service Providers.