



E&P

Code of Conduct

E&P Financial Group Limited
ACN 609 913 457 (Company)

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Code of Conduct

1 Introduction

- 1.1 This Code of Conduct sets out expectations for how employees should act. This Code of Conduct is underpinned by E&P Financial Group's core values which are imbedded in the way we act, our culture and our company policies. E&P Financial Group identifies the following as our values:
- 1 We act with **integrity**;
 - 2 We are **accountable**;
 - 3 We strive for **excellence** in all that we do;
 - 4 We always have our client's **best interests** in mind;
 - 5 **Respect, inclusion** and **teamwork** are at the core of our business;
 - 6 We operate as a **meritocracy**.
- 1.2 This Code of Conduct sets out the principles, practices and standards of corporate and personal behaviour. This Code of Conduct applies to:
- A. the officers (including directors and company secretaries) of E&P Financial Group Limited ACN 609 913 457 (**Company**) including the Group Chief Executive Officer (**CEO**);
 - B. the Group Chief Financial Officer (**CFO**) of the Company; and
 - C. all other employees of the Company or the E&P Financial Group.
- 1.3 In this Code of Conduct, **Senior Executives** includes the CEO and CFO.

2 Purpose

- 2.1 The purpose of this Code of Conduct is to set out the ethical standards, values and policies of the Group and to provide a framework to guide behaviour and decision making. The purpose of this Code of Conduct is to:
- A. articulate the high standards of honesty, integrity and ethical and law-abiding behaviour expected of all employees;
 - B. encourage the observance of those standards to protect and promote the interests of shareholders and other stakeholders (including employees, clients, service providers and creditors);
 - C. guide employees as to the practices thought necessary to maintain confidence in the Company's integrity;
 - D. set out the responsibility and accountability of employees to report any violations of this Code of Conduct; and
 - E. set out the process of investigating any reported violations of this code or unethical or unlawful behaviour.

3 Expected Behaviours

3.1 The Company expects all officers and employees to:

- A. observe the highest standards of honesty, integrity and ethical behaviour that is law-abiding and aligns to our values when:
 - (i) performing their duties;
 - (ii) dealing with any officer, employee, shareholder, customer, supplier, auditor, lawyer and other adviser of the Company; and
 - (iii) representing the Company at internal and external events, conferences, seminars, etc; and
- B. foster a culture of honesty, integrity and ethical behaviour that is law-abiding and aligns to our values.

4 Conflicts of interest or duty

4.1 All officers and employees must be aware of potential conflicts between (directly or indirectly):

- A. on the one hand:
 - (i) the interests of the Company; or
 - (ii) their duties to the Company, and
- B. on the other hand:
 - (i) their personal or external business interests; or
 - (ii) their duties to any third party.

4.2 Officers and employees must avoid placing themselves in a position that may lead to:

- A. an actual or a potential conflict of interest or duty; or
- B. a reasonable perception of an actual or potential conflict of interest or duty.

4.3 Each officer and employee must:

- A. fully and frankly inform the Company's board (Board) or a delegate, for example Compliance Committee, of any personal or external business interest that may lead to:
 - (i) an actual or potential conflict of interest or duty; or
 - (ii) a reasonable perception of an actual or a potential conflict of interest of duty;
- B. where relevant, obtain and follow independent legal advice to avoid or resolve any actual, potential or perceived conflict of interest or duty; and
- C. take all reasonable steps to appropriately manage the conflict such as avoid, manage and/or disclose.

4.4 Each director of the Company and its subsidiaries must:

- A. leave the room when the Board considers any matter in which the director has or may have a conflict of interest or duty; and

- B. comply with the Corporations Act 2001 (Cth) and the Company's constitution in relation to disclosing material personal interests and restrictions on voting by directors.

4.5 Each non-executive director must inform the chair of the Board of:

- A. any existing directorship or other office held by the director in another entity outside the Company; and
- B. any proposed appointment as a director or senior executive of another entity outside the Company before accepting the appointment.

5 Corporate opportunities

- 5.1 An employee or officer must not improperly use their position, property or information acquired through their position for personal gain or gain of an associate or to compete with or harm the Company.
- 5.2 An employee or officer may not use the words 'E&P Financial Group' (or any combination of those words) or any other business name or trademark used by the Company for a personal or external business transaction.
- 5.3 Each employee or officer must keep their personal or external business dealings separate from the Company's business dealings.
- 5.4 An employee or officer must only use goods, services and facilities received from the Company in accordance with the terms on which they are given.
- 5.5 An employee or officer must not accept any improper gift from the Company's existing or potential stakeholders including, but not limited to, clients or service providers.

6 Confidentiality

- 6.1 Any information acquired by an employee or officer while performing their duties is confidential information of the Company and must be kept confidential. An employee or officer must not disclose the information to a third party except where that disclosure is:
 - A. authorised by the Board or a delegate; or
 - B. required by law or a regulatory body (including a relevant financial market).
- 6.2 The existence and details of any Board or a delegate and management information, discussions, and decisions that are not publicly known and have not been approved by the Board or a delegate for public release, are confidential information of the Company and subject to paragraph 6.1.
- 6.3 Each officer and employee's obligations of confidentiality continue after he or she leaves the Company.

7 Fair dealing

- 7.1 The Company expects each employee to:
- A. deal fairly with any officer, employee, shareholder, client, service provider, competitor, auditor, lawyer or other adviser of the Company; and
 - B. encourage other employees and officers to do the same.
- 7.2 An employee or officer must not take unfair advantage of any officer, employee, client, service provider, competitor, auditor, lawyer or other adviser of the Company through illegal conduct, manipulation, undue influence, concealment, abuse of confidential information, misrepresentation of material facts, or any other unfair-dealing practice.

8 Protection and proper use of assets

- 8.1 The Company expects each employee or officer to use all reasonable endeavours to protect any Company asset and to ensure its efficient use.
- 8.2 An employee or officer may only use a Company asset (for example, a product, vehicle, computer or money) for legitimate business purposes or other purposes approved by the Board.
- 8.3 Each employee or officer must immediately report any suspected fraud or theft of a Company asset for investigation.

9 Compliance with laws, regulations, policies and procedures

Each employee or officer must:

- A. comply with the letter and spirit of any applicable law, rule or regulation;
- B. comply with the protocols, policies and procedures of the Company; and
- C. encourage other officers and employees to do the same.

10 Reporting of unlawful and unethical behaviour

- 10.1 The Company expects employees or officers to:
- A. report promptly and in good faith any actual or suspected violation by an officer or employee of the standards, requirements or expectations set out in this Code of Conduct or protocols, policies and procedures of the Company; and
 - B. encourage other officers or employees to do the same.
- 10.2 An employee or officer may use their own judgement in deciding how and to whom to report any violation or behaviour referred to in paragraph 10.1, however:
- A. directors are encouraged to report to the chair of the Board or another director;
 - B. Senior Executives are encouraged to report to their immediate supervisor, the CEO or the chairperson of the Board; and
 - C. other employees and officers are encouraged to report to their immediate supervisor or to the CEO.

- 10.3 If an employee or officer reports, in good faith, any violation or behaviour referred to in paragraph 10.1, each director and Senior Executive must ensure:
- A. the reporting person's position is protected;
 - B. the reporting person's identity is only disclosed with their consent, except where disclosure is required by law;
 - C. no disciplinary, discriminatory or other adverse action is taken or tolerated against the reporting person for reporting the violation; and
 - D. The Board are informed of any material breaches of this Code of Conduct.
- 10.4 A director or Senior Executive who receives a report of any violation or behaviour referred to in paragraph 10.1 must ensure:
- A. the alleged violation or behaviour is thoroughly investigated;
 - B. rules of natural justice are observed in the investigation; and
 - C. appropriate disciplinary action is taken if the allegation is substantiated.
- 10.5 A report relating to unlawful and unethical behaviour may be considered to be a 'protected disclosure' under Whistleblowing laws. An external Whistleblower hotline service is available for disclosure reporting, and provides the capability for anonymous disclosures. For more details please refer to the E&P Whistleblowing Policy.

11 Review

The Board will review this Code of Conduct periodically and confirm its appropriateness.