

Code of Conduct

Values Statement and Code of Conduct

PURPOSE	Why we exist	To provide global and domestic investment managers, sovereign wealth funds, insurance groups, pension funds and private equity firms with market-leading responsible entity, trustee, custody, fund administration, registry and company secretarial services either as a complete turn-key solution or as discrete services.
STRATEGIC GOALS	What we hope to do	Deliver a personalised and responsive service to accommodate our clients' unique needs. Establish trusted relationships with all our stakeholders including our investment managers, investors in the funds we operate and our clients and to reflect passion and enthusiasm in everything that we do striving to achieve positive results for our stakeholders by aligning ourselves with their success.
VALUES	How we will do it	<ul style="list-style-type: none"> • Integrity: We act with integrity in all we do including acting lawfully, ethically and responsibly. • Partnership: Work in true partnership with our clients providing expert guidance not just on how to do things but also how they should be done. • Exceptional Service: We are adaptable, agile and decisive providing exceptional service to our clients through experts in each service area to maintain our industry-leading service standards. • Passionate: We are committed to being always passionate and enthusiastic about our clients' affairs. • Diverse: We embrace our diverse backgrounds, experiences and perspectives working together to deliver superior outcomes. • Open: We encourage everyone to speak-up about the things that matter.

Purpose of our Code of Conduct

It is important for all employees of OIG to maintain high moral and ethical standards consistent with OIG's values. Some of these standards are set out in this Code of Conduct. This Code of Conduct is not intended to be exhaustive and cannot anticipate every situation which may morally or ethically compromise an employee or OIG. In this regard OIG expects its employees to use their common sense and sound judgement. If you are in any doubt as to how to act in any situation, please speak with your manager and seek advice prior to taking any action. All requests for advice will be dealt with confidentially.

Acting in accordance with OIG's Values

1. To in a manner consistent with OIG's values including acting honestly and with high standards of personal integrity.
2. Not to knowingly participate in any illegal or unethical behaviour.
3. Not to engage in conduct likely to discredit OIG.
4. To act responsibly and to respect the rights of, and obligations owed to, investors, clients, other employees, tenants, suppliers, outsource providers and the community at large.

Conflicts of interest

5. To act in the best interests of investors and, if there is a conflict between the investor's interests and the interests of OIG, give priority to the relevant investors' interests.

6. Not to make improper use of their position as an OIG Staff member to gain, directly or indirectly an advantage for themselves or for any person or to cause detriment to investors.
7. To avoid any conflicts between the OIG Staff member's personal interests (including the interests of any family member) and the interests of any OIG entity, the One Investment Group and where relevant, investors. This includes avoiding any perceived conflicts of interests.
8. Not to take advantage of property, confidential information or position, or opportunity arising from any of these, for personal gain or to compete with OIG.

Information and property

9. Not to make use of information acquired through being an OIG Staff member in order to:
 - a. gain an improper advantage for themselves or another person; or
 - b. cause detriment to investors.
10. To respect the confidentiality of all information acquired in the course of their duties and not use or disclose to third parties, confidential information.

Compliance

11. To take all reasonable steps to ensure that they and OIG complies with all laws and regulations that apply to the Group and its operations including:
 - the Corporations Act (examples are given below)
 - any condition imposed on an entity with an AFS Licence;
 - the constitutions of any scheme for which a Group entity is the responsible entity; and
 - the Compliance Plans of any scheme for which a Group entity is the responsible entity.
12. To report to the Group's Compliance Officer or Compliance Committee any breach of this code of conduct or any other breach of law, the Constitutions of any scheme, or the Compliance Plans of any scheme.
13. In addition to any of the duties set out above, to generally uphold the fiduciary responsibilities OIG Staff owe to investors and to comply with the spirit, as well as the letter, of the law and with the principles of this Code.

Fairness

14. To treat fellow staff members with respect and not to engage in bullying, harassment or discrimination.
15. To deal with investors, clients, suppliers and other stakeholders fairly.

OIG Staff should request all key contractors acting on behalf of One Investment Group adhere, where appropriate, to a similar set of ethical standards and cease using any contractor who they consider is not adhering to an ethical standard at least as rigorous as the standard set out above.

Specific requirements to meet OIG's Code of Conduct

In order to meet OIG's Ethical Standards, OIG's Staff members must adhere to this Code and the Group's Policies and Procedures some of which are highlighted below.

Privacy

The issue of privacy is taken seriously at OIG. We collect personal information from employees, clients, suppliers and other stakeholders in various formats. You must take reasonable steps to ensure people's privacy is protected and adhere to OIG's *Privacy Policy* (available on the Policy O Drive).

Bribery, corruption and receiving gifts and benefits

One Investment Group strictly prohibits, and does not condone any form of bribery or corruption. One Investment Group will not offer facilitation payments of any kind.

To avoid the perception that a gift or other benefit could affect their judgement, OIG Staff must not seek, accept, offer or give (directly or indirectly) any significant benefit without the prior approval of their Manager.

OIG Staff must, before making a donation, consider the ramifications for the Group of their making a donation to a cause, charity or political party that would conflict with their duties and obligations to One Investment Group including one of its Funds. Directors and Officers of a Group Entity must not make political donations to any political party.

Details of OIG's approach to bribery, corruption, facilitation payments, gifts and benefits are set out in OIG's *Anti-Bribery and Corruption Policy*.

Managing Conflicts of Interest

OIG has a detailed Conflicts of Interest Policy and Staff must abide by that policy. The following is intended as a summary only.

Conflicts of interest may arise:

- (a) between One Investment Group's various legal structures and the capacities in which they act including acting as responsible entity to scheme where there is an inherent conflict between the responsible entity and investors, for example with regards to the payment of fees from scheme property to the responsible entity. Having multiple business units may give rise to certain conflicts of interest that will need to be managed (**Business Conflict**); or
- (b) if an OIG Staff member or their families, friends or business associates have a personal interest in a business decision involving One Investment Group (**Staff Conflict**).

Managing Business Conflicts

One Investment Group's arrangements to manage conflicts of interest affecting its business involve the following mechanisms:

- **controlling** conflicts of interest;
- **avoiding** conflicts of interest; and
- **disclosing** conflicts of interest.

(Controlling conflicts of interest) In controlling conflicts of interest, OIG will:

- identify the conflicts of interest relating to its business;
- assess and evaluate those conflicts; and
- decide upon, and implement, an appropriate response to those conflicts (which may include disclosing and/or avoiding the conflicts).

(Disclosing conflicts of interest) Where appropriate, OIG will disclose conflicts of interests to relevant investors. The disclosure should:

- be timely, prominent, specific and meaningful to the relevant investors;
- occur before or when OIG provides a service to, or enters into a transaction with, the relevant investors and in any case allowing those investors sufficient time to assess the impact of the conflict;
- contain enough detail for the relevant investors to understand the potential impact on the service provided to them by the relevant OIG entity.

The level of disclosure required may also depend on the type of unit holder (e.g. wholesale vs retail investors).

(Avoiding Conflicts of Interest) In some cases conflicts cannot be adequately addressed by controls or disclosure. This may occur where, for example, the continuing presence of a conflict (even if disclosed) is not compatible with treating investors fairly and honestly. In this situation One Investment Group should either:

- ensure that the conflict is avoided entirely; or
- not provide the service to, or enter into a transaction with, the relevant client.

Managing Staff Conflicts

One Investment Group requires OIG Staff to disclose and wherever possible avoid conflicts or potential conflicts of interest. OIG has detailed policies governing the identification and management of these conflicts of interest including conflicts that may arise as a result of:

- outside employment or appointments (see *Conflicts of Interest and Related Party Transactions Policy*);
- staff trading in financial products during certain times, or when they are in possession of certain types of information (see *Securities Trading Policy*).

Whistle blower Protections

All OIG Staff are encouraged to bring concerns they have with any aspect of OIG's operations or the trusts and schemes it operates to the attention of their manager, the Compliance Officer or to the attention of an Executive Director. In order to encourage employees to report their concerns freely, the One Investment Group has adopted a Whistle-blower Policy that describes:

- the **protections** available to whistle-blowers;
- the people to whom protected **disclosures** may be made, and how they can be made;
- how the One Investment Group will **support** whistle-blowers and protect them from detriment;
- how the One Investment Group will **investigate** protected disclosures; and
- how the One Investment Group will ensure **fair treatment** of OIG employees who are mentioned in protected disclosures, or to whom those disclosures relate.

OIG's *Whistle-blower Policy* is available on the O Drive in the Policies folder.

Media Comment

Employees may not make statements or comments to the media or other external bodies regarding OIG, its business dealings, financial status, or its customers unless directed or authorised by OIG. You must direct all media enquiries to the CEO for approval.

Return of OIG Property

On termination of employment for any reason whatsoever, all OIG property must be returned immediately to your manager.

Misuse of Company or Scheme Property, Information & Resources

Generally, the use of the property, information, and resources of OIG for any purposes other than the business of OIG is prohibited, for instance, approving or making of a payment on behalf of OIG for something other than the stated purpose. Scheme property may only be used for the benefit of unitholders of the relevant scheme.

Authority to Sign documents

Employees cannot sign any documents on behalf of OIG or in any way commit OIG to any agreement unless they have been properly authorised in writing by OIG to do so.

Intellectual Property

One of OIG's most important assets is its intellectual property, including its software, copyrights, patents, trademarks, trade secrets, and training manuals. Each employee is responsible for protecting OIG's intellectual property rights by complying with OIG's policies and procedures for the protection of these rights.

Whilst employed by OIG, all intellectual property that is related to the affairs of OIG including patents, copyrights, inventions, programs and documentation generated by you will become the property of OIG.