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# Code of Conduct

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

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## 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. Our values are supported by value statements and behaviours, all of which are outlined in Schedule A.
- 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 directors 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.
- 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, ethical, law-abiding, and values aligned behaviour expected of all directors, senior executives, and other 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 directors, senior executives, and employees as to the practices thought necessary to maintain confidence in the Company's integrity; and
  - D. set out the responsibility and accountability of directors, senior executives, and employees to report and investigate any reported violations of this Code of Conduct, or any unethical or unlawful behaviour, or behaviour that does not align to our values.

## 3 Honesty and integrity

- 3.1 The Company expects each employee to:
- A. observe the highest standards of honesty, integrity and ethical and law-abiding behaviour when:
    - I. performing their duties;
    - II. dealing with any officer, employee, shareholder, customer, supplier, auditor, lawyer and other adviser of the Company; and
  - B. foster a culture of honesty, integrity and ethical and law-abiding behaviour among other officers and employees.

## 4 Conflicts of interest or duty

4.1 Each employee 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 Employees must avoid placing himself or herself 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 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 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 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 must keep their personal or external business dealings separate from the Company's business dealings.
- 5.4 An employee 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 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 while performing their duties is confidential information of the Company and must be kept confidential. An employee 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 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 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 to use all reasonable endeavours to protect any Company asset and to ensure its efficient use.
- 8.2 An employee 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 must immediately report any suspected fraud or theft of a Company asset for investigation.



## 9 Compliance with laws, regulations, policies and procedures

9.1 Each employee 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 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 may use their own judgement in deciding 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.



## 11 Review

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

# Schedule A

Our values guide our behaviours and decision making. They are supported by value statements and behaviours outlined below:

## **A. Client First – We always put our clients’ interests first**

Our clients are external and internal

We listen first

We seek to understand the individual needs of our clients

We ask questions

We add value

We lead our clients with integrity

## **B. Integrity – We are ethical and always act with integrity**

We are honest

We are transparent

We are ethical

We are accountable for our words, our behaviours and our actions

We embody integrity in our words and our actions

We always do the right thing even when no one is watching

## **C. Growth & Innovation – We focus on continuous clients, people and business growth**

We bring a growth mindset to everything we do

We are ambitious in the pursuit of sustainable growth of our clients and our business

We seek growth as individuals to enable the sustainable growth of our clients and business

We question the status quo

We believe growth comes from experimentation

## **D. Respect & Inclusion – We treat people with honesty, transparency and dignity**

We respect people of all backgrounds, beliefs and identities

We seek to understand by asking questions and learning

We value differences in people and differences of opinion – it brings diversity of thought

We are kind even when delivering tough messages

We are fair

We believe everyone should be able to be their authentic self at work



**E. Collaboration – We work together so we can lead with the best ideas**

We believe true collaboration comes when expertise and knowledge is shared

We collaborate to better ourselves, deepen our knowledge and create best practice solutions

We share and communicate openly

We value the contribution of our colleagues

We adapt to new ways of working